#### TRAMMELL KENNETH R

Form 4

January 20, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading
TRAMMELL KENNETH R	Symbol
	TENNECO INC [TEN]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Check all applicable)

500 NORTH FIELD DRIVE

(Month/Day/Year) 01/15/2009

Director 10% Owner Other (specify \_X\_\_ Officer (give title . below)

4. If Amendment, Date Original

Exec. Vice President and CFO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### LAKE FOREST, IL 60045

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	, , , ,			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/15/2009		J <u>(1)</u>	4,667	A	\$0	39,454	D		
Common Stock	01/15/2009		F(2)	1,667	D	\$ 2.3	37,787	D		
Common Stock	01/15/2009		<u>J(1)</u>	4,667	D	\$0	31,667 (3)	D		
Common Stock	01/16/2009		<u>J(1)</u>	9,000	A	\$0	46,787	D		
Common Stock	01/16/2009		F(2)	3,214	D	\$ 2.25	43,573	D		

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Common Stock	01/16/2009	J <u>(1)</u>	9,000	D	\$0	22,667 (3)	D	
Common Stock						4,393 (4)	I	By 401(K)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TD ANAMELI KENNETLID								

TRAMMELL KENNETH R
500 NORTH FIELD DRIVE Exec. Vice President and CFO
LAKE FOREST, IL 60045

## **Signatures**

/s/James D. Harrington, Attorney-in-fact for Kenneth R.

Trammell

01/20/2009

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects vesting of restricted stock, which is now being reported as non-restricted stock.

**(2)** 

Reporting Owners 2

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Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligation in connection with vesting of restricted stock described above.

- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.