TENNECO INC Form 4 January 03, 2014

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person * PRICE DAVID B JR

(First) (Middle) (Last)

(Street)

500 NORTH FIELD DRIVE

LAKE FOREST, IL 60045

(City)

2. Issuer Name and Ticker or Trading

Symbol

TENNECO INC [TEN] 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

(D) or

Indirect (I)

(Instr. 4)

Person

5. Amount of

Beneficially

Securities

Following

Owned

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

58,569 D

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

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

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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)	Code	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date Under titles (Month/Day/Year) (Instructed resed of 3, 4,			itle and Amount of 8 lerlying Securities Etr. 3 and 4) S	
				Code V) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Units	\$ 0 (1)	12/31/2013		A	14.73	(2)	(2)	Common Stock	14.73	\$ \$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

PRICE DAVID B JR 500 NORTH FIELD DRIVE X LAKE FOREST, IL 60045

Signatures

/s/ James Harrington, Attorney-in-fact for David B.
Price, Jr.

01/03/2014

**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)** 1 for 1
- (2) Stock equivalent units awarded pursuant to Rule 16b-3 in payment of Board of Directors' fees, and are to be settled in cash or stock upon or following termination of service as a director.

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.

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