TENNECO INC Form 4 June 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 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(b).

1. Name and Address of Reporting Person * BAUER BRENT J

(Last) (First) (Middle)

ONE INTERNATIONAL DRIVE

(Street)

MONROE, MI 48161

2. Issuer Name and Ticker or Trading

TENNECO INC [TEN]

3. Date of Earliest Transaction

(Month/Day/Year) 05/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City)	(State)	(Zip) Tab	le I - Non-D	Derivative S	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acqui Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	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	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/30/2014		$\mathbf{M}_{\underline{(1)}}$	22	A	\$ 19.48	12,358	D	
Common Stock	05/30/2014		S <u>(1)</u>	22	D	\$ 64.48	12,336	D	
Common Stock	06/03/2014		M(1)	13,789	A	\$ 19.48	26,125	D	
Common Stock	06/03/2014		S <u>(1)</u>	13,789	D	\$ 64.48	12,336	D	
Common Stock							7,032 (2)	D	

Common Stock

 $3,651 \frac{(3)}{}$

By 401(K)

SEC 1474

(9-02)

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.

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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.48	05/30/2014		M <u>(1)</u>	22	<u>(4)</u>	01/14/2017	Common Stock	22
Employee Stock Option (Right to Buy)	\$ 19.48	06/03/2014		M <u>(1)</u>	13,789	<u>(4)</u>	01/14/2017	Common Stock	13,789

Reporting Owners

	Relationships			
Reporting Owner Name / Address				

Director 10% Owner Officer Other

BAUER BRENT J

ONE INTERNATIONAL DRIVE Senior Vice President

MONROE, MI 48161

Signatures

/s/James D. Harrington, Attorney-in-fact for Brent J.

06/03/2014 Bauer

> **Signature of Reporting Person Date

2 Reporting Owners

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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 cashless exercise of stock options which were granted pursuant to Rule 16b-3. The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (4) The stock options exercised by the reporting person vested in three equal installments on January 15, 2011, January 15, 2012 and January 15, 2013.
- (5) Reflects stock options granted pursuant to Rule 16b-3.

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.