SCHNELDER RICHARD P

Form 4

January 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SCHNELDER RICHARD P Issuer Symbol TENNECO AUTOMOTIVE INC (Check all applicable) [TEN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 500 NORTH FIELD DRIVE 01/17/2005 S. VP - Global Admin. (Street) 4. If Amendment, Date Original 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 LAKE FOREST, IL 60045 Person (City) (State) (Zip)

(01.5)	(511110)	Table	: I - Non-De	erivative So	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio		rities Acquired Disposed of		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	(D)		`	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	01/17/2005		A(1)	12,000	A		29,500	D		
Common Stock							35,140	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)

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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 16	01/17/2005		A(2)	4,000	01/17/2006	01/17/2012	Common Stock	4,000
Stock Options (Right to Buy)	\$ 16	01/17/2005		A(2)	4,000	01/17/2007	01/17/2012	Common Stock	4,000
Stock Options (Right to Buy)	\$ 16	01/17/2005		A(2)	4,000	01/17/2008	01/17/2012	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
SCHNELDER RICHARD P						
500 NORTH FIELD DRIVE			S. VP - Global Admin.			

Signatures

LAKE FOREST, IL 60045

/s/ Timothy R. Donovan, Attorney-in-fact for Richard P.
Schneider 01/19/2005

**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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (2) The Stock Options were granted to the Reporting Person 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.

Reporting Owners 2

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