TENNECO AUTOMOTIVE INC

Form 4 March 02, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

Washington, D.C. 20549

Number: January 31, Expires: 2005

Section 16. Form 4 or Form 5

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

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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 * DONOVAN TIMOTHY R	2. Issuer Name and Ticker or Trading Symbol TENNECO AUTOMOTIVE INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	[TEN]	(Check all applicable)		
(Last) (First) (Middle) 500 NORTH FIELD DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Exec. VP and Gen. Counsel		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAKE FOREST, IL 60045	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(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)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/01/2005		M <u>(1)</u>	56,667	A	\$ 1.57	73,197	D	
Common Stock	03/01/2005		M(1)	25,000	A	\$ 2.1	98,197	D	
Common Stock	03/01/2005		M(1)	36,667	A	\$ 3.77	134,864	D	
Common Stock	03/01/2005		S(1)	118,334	D	\$ 14.9163	16,530	D	
Common Stock							46,000 (2)	D	

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	TransactionDo Code Se (Instr. 8) Ad or (E	ecurities equired (A) Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A	a) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 1.57	03/01/2005		M <u>(1)</u>	20,001	12/05/2003	12/05/2011	Common Stock	20,001
Employee Stock Option (Right to Buy)	\$ 1.57	03/01/2005		M <u>(1)</u>	36,666	12/05/2004	12/05/2011	Common Stock	36,666
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		M(1)	8,333	12/28/2002	12/28/2011	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		M <u>(1)</u>	8,333	12/28/2003	12/28/2011	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		M <u>(1)</u>	8,334	12/28/2004	12/28/2011	Common Stock	8,334
Employee Stock Option	\$ 3.77	03/01/2005		M <u>(1)</u>	18,334	01/21/2004	01/21/2013	Common Stock	18,334

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(Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 3.77	03/01/2005	M <u>(1)</u>	18,333	01/21/2005	01/21/2013	Common Stock	18,333
Employee Stock Option (Right to	\$ 3.77				01/21/2006	01/21/2013	Common Stock	18,333

Reporting Owners

Reporting Owner Name / Address	Relationships					
Troporting of more runner, raun ess	Director	10% Owner	Officer	Other		
DONOVAN TIMOTHY R 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	X		Exec. VP and Gen. Counsel			

Signatures

Buy)

/s/ Timothy R. 03/02/2005 Donovan Date

**Signature of Reporting Person

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).
- Reflects exercise of stock options which were granted pursuant to Rule 16b-3 and subsequent sale of the common stock received upon (1) exercise.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) 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.

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