

SCHNELDER RICHARD P

Form 4

September 13, 2005

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHNELDER RICHARD P

2. Issuer Name **and** Ticker or Trading  
Symbol  
TENNECO AUTOMOTIVE INC  
[TEN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/09/2005

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

S. VP - Global Admin.

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

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)

**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)	4. Securities Acquired (A) or Disposed of (D) (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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/09/2005		M <sup>(1)</sup>		2,400	A	\$ 8.56	37,540	D
Common Stock	09/09/2005		M <sup>(1)</sup>		5,000	A	\$ 3.77	42,540	D
Common Stock	09/09/2005		S		7,400	D	\$ 18.5124	35,140	D
Common Stock	09/12/2005		M <sup>(1)</sup>		9,200	A	\$ 3.77	44,340	D
Common Stock	09/12/2005		S		9,200	D	\$ 18.5035	35,140	D

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Common  
Stock

29,500 (2) D

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

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SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of 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
Employee Stock Option (Right to Buy)	\$ 8.56	09/09/2005		M <sup>(3)</sup>	2,400	11/05/2002	11/05/2009	Common Stock	2,400
Employee Stock Option (Right to Buy)	\$ 3.77	09/09/2005		M <sup>(3)</sup>	5,000	01/21/2004	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77					01/21/2005	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77					01/21/2006	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to	\$ 3.77	09/12/2005		M <sup>(3)</sup>	5,000	01/21/2004	01/21/2013	Common Stock	5,000

Buy)

Employee  
Stock

Option	\$ 3.77	09/12/2005	M <sup>(3)</sup>	4,200	01/21/2005	01/21/2013	Common Stock	10,000
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 (Right to  
Buy)
Employee  
Stock

Option	\$ 3.77				01/21/2006	01/21/2013	Common Stock	10,000
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 (Right to  
Buy)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
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SCHNELDER RICHARD P  
500 NORTH FIELD DRIVE  
LAKE FOREST, IL 60045

S. VP - Global Admin.

## Signatures

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

09/13/2005

\_\_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) Shares received upon exercise of Employee Stock Options.

(2) Reflects restricted stock held by Reporting Person.

(3) Exercise of Employee Stock Options.

(4) 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.

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