

STECKO PAUL T
Form 4
March 01, 2006

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 *
STECKO PAUL T

(Last) (First) (Middle)

1900 WEST FIELD COURT

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TENNECO INC [TEN]

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

02/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/28/2006		M ⁽²⁾	5,000	A \$ 3.66	13,796	D
Common Stock	02/28/2006		M ⁽²⁾	10,000	A \$ 1.57	23,796	D
Common Stock	02/28/2006		M ⁽²⁾	5,000	A \$ 3.77	28,796	D
Common Stock	02/28/2006		M ⁽²⁾	5,000	A \$ 8.68	33,796	D
	02/28/2006		S ⁽³⁾	25,000	D	8,796	D

Edgar Filing: STECKO PAUL T - Form 4

Common Stock \$ 23.16

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.

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
Director Stock Options	\$ 3.66	02/28/2006		M ⁽²⁾		5,000		07/09/2001	01/09/2011	Common Stock	5,000
Director Stock Options	\$ 1.57	02/28/2006		M ⁽²⁾		10,000		06/05/2002	12/05/2011	Common Stock	10,000
Director Stock Options	\$ 3.77	02/28/2006		M ⁽²⁾		5,000		07/21/2003	01/21/2013	Common Stock	5,000
Director Stock Options	\$ 8.68	02/28/2006		M ⁽²⁾		5,000		07/20/2004	01/20/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STECKO PAUL T 1900 WEST FIELD COURT LAKE FOREST, IL 60045	X

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Paul T.
Stecko

03/01/2006

__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 Section 16b-3.
- (2) Reflects exercise of stock options which were granted pursuant to Rule 16b-3.
- (3) Reflects sale of common stock received upon exercise of stock options which were granted pursuant to Rule 16b-3.
- (4) 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.

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.