

TENNECO INC
Form 3
May 19, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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. Name and Address of Reporting
Person *

Â Zimmerman J Jeffrey
(Last) (First) (Middle)

500 NORTH FIELD DRIVE
(Street)

LAKE FOREST,Â ILÂ 60045
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
05/09/2006

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP - Law and Corp. Sec.

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 2,208 | D | Â |
| Common Stock | 5,416 ⁽¹⁾ | D | Â |
| Common Stock | 3,405 ⁽²⁾ | I | By 401(K) |

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|------------------------------|-------------------------|---|
|---|--|--|------------------------------|-------------------------|---|

Edgar Filing: TENNECO INC - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|---|
| Employee Stock Options (Right to Buy) | Â (3) | 01/20/2014 | Common Stock | 800 | \$ 8.68 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 07/01/2011 | Common Stock | 400 | \$ 13.05 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 01/16/2012 | Common Stock | 2,000 | \$ 16 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 01/16/2013 | Common Stock | 1,750 | \$ 21.19 | D | Â |
| Employee Stock Options (Right to Buy) | Â (7) | 03/17/2013 | Common Stock | 250 | \$ 21.6 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zimmerman J Jeffrey 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045 | Â | Â | Â VP - Law and Corp. Sec. | Â |

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for J. Jeffrey
Zimmerman

05/18/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(K) Plan (the "Plan Shares").
- (3) 400 options are currently exercisable and the remaining 400 options will become exercisable on January 20, 2007
- (4) 134 options are currently exercisable, 133 options will become exercisable on July 1, 2006 and 133 options will become exercisable on July 1, 2007.
- (5) 667 options are currently exercisable, 666 options will become exercisable on January 16, 2007 and 667 options will become exercisable on January 16, 2008.
- (6) 584 options will become exercisable on January 16, 2007, 583 options will become exercisable on January 16, 2008 and 583 options will become exercisable on January 16, 2009.
- (7) 84 options will become exercisable on March 17, 2007, 83 options will become exercisable on March 17, 2008 and 83 options will become exercisable on March 17, 2009.

Â

Edgar Filing: TENNECO INC - Form 3

Remarks:

See Power of Attorney for Mr. Zimmerman (Exhibit 99.1).

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.