

TENNECO INC  
Form 8-K  
May 18, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 18, 2011 (May 18, 2011)  
TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-12387  
(Commission File Number)

76-0515284  
(IRS Employer  
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS 60045  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 18, 2011, Tenneco Inc. (the Company) held its 2011 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below. A copy of the press release announcing the voting results is attached as Exhibit 99.1.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| Nominee             | Votes For  | Votes     |  | Abstentions | Broker Non<br>Votes |
|---------------------|------------|-----------|--|-------------|---------------------|
|                     |            | Against   |  |             |                     |
| Charles W. Cramb    | 51,298,345 | 75,756    |  | 73,615      | 4,536,252           |
| Dennis J. Letham    | 50,280,625 | 1,094,504 |  | 72,587      | 4,536,252           |
| Hari N. Nair        | 50,676,650 | 735,880   |  | 35,186      | 4,536,252           |
| Roger B. Porter     | 49,617,603 | 1,755,609 |  | 74,504      | 4,536,252           |
| David B. Price, Jr. | 50,098,108 | 1,277,906 |  | 71,702      | 4,536,252           |
| Gregg M. Sherrill   | 50,076,972 | 1,339,452 |  | 31,292      | 4,536,252           |
| Paul T. Stecko      | 48,660,869 | 2,713,356 |  | 73,491      | 4,536,252           |
| Mitsunobu Takeuchi  | 51,364,605 | 45,010    |  | 38,101      | 4,536,252           |
| Jane L. Warner      | 49,595,490 | 1,817,243 |  | 34,983      | 4,536,252           |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year 2011 was approved based upon the following votes:**

|               |            |
|---------------|------------|
| Votes for     | 55,817,686 |
| Votes against | 119,372    |
| Abstentions   | 46,910     |

There were no broker non-votes for this item.

**3. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding votes:**

|                  |            |
|------------------|------------|
| Votes for        | 47,375,671 |
| Votes against    | 2,375,409  |
| Abstentions      | 1,696,636  |
| Broker non-votes | 4,536,252  |

**4. The stockholders recommended that we conduct future advisory votes on executive compensation every year based upon the following advisory, non-binding votes:**

|                   |            |
|-------------------|------------|
| Every one year    | 44,999,835 |
| Every two years   | 94,229     |
| Every three years | 4,738,955  |
| Abstentions       | 1,614,697  |

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

| Exhibit No. | Description                      |
|-------------|----------------------------------|
| 99.1        | Press release dated May 18, 2011 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TENNECO INC.**

Date: May 18, 2011

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and Corporate Secretary