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TENNECO INC
Form 8-K
April 27, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): April 27, 2006

TENNECO INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
|-------------------------------------------------------------------|-----------------------------|----------------------------------------------------------|
| Delaware | 1-12387 | 76-0515284 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer of Incorporation 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))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 27, 2006, Tenneco Inc. announced its first quarter 2006 results of operations. Exhibit 99.1 to this Current Report on Form 8-K presents the

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company's press release, including the company's consolidated statements of income, balance sheets and statements of cash flows for the periods ended March 31, 2005 and 2006, as released by the company on April 27, 2006, and such Exhibit is incorporated herein by reference. Exhibit 99.1 also includes information regarding the company's scheduled conference call to discuss the company's results of operations for the first quarter of 2006, as well as other matters that may impact the company's outlook.

ITEM 8.01 OTHER EVENTS

The company also announced that its annual meeting of stockholders will be held on Tuesday, May 9, 2006 at 10:00 a.m. CDT. The meeting will be held at the company's headquarters, 500 North Field Drive, Lake Forest, Illinois.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit No. | Description |
|-------------|-------------------------------------|
| ----- | ----- |
| 99.1 | Press release issued April 27, 2006 |

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: April 27, 2006

By: /s/ Kenneth R. Trammell

Kenneth R. Trammell
Executive Vice President and
Chief Financial Officer