

TENNECO INC  
Form 8-K  
January 18, 2012

**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): January 18, 2012 (January 18, 2012)**

**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.)

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**500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS**

(Address of Principal Executive Offices)

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

**60045**

(Zip Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Tenneco Inc. (the Company) is filing as Exhibits 10.1, 10.2 and 10.3 to this Form 8-K a revised form of restricted stock award for non-employee directors, restricted stock agreement for employees and stock option agreement for employees, in each case under the Company's 2006 Long-Term Incentive Plan (as the same may be amended from time to time in accordance with its terms).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1               | Form of Restricted Stock Award for Non-Employee Directors.  |
| 10.2               | Form of Restricted Stock Agreement for Employees.           |
| 10.3               | Form of Non-Qualified Stock Option Agreement for Employees. |

**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: January 18, 2012

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