

NAIR HARI N
Form 4
January 18, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAIR HARI N

(Last) (First) (Middle)

AV. DU BOURGETLAAN, 50

(Street)

BRUSSELS, BELGIUM B-1130

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2006

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)
Exec. VP and M. Dir. Eur.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/14/2006 | | J ⁽¹⁾ | 6,000 A \$ 0 | 36,782 | D | |
| Common Stock | 01/14/2006 | | F ⁽²⁾ | 2,686 D \$ 21.19 | 34,096 | D | |
| Common Stock | 01/14/2006 | | J ⁽¹⁾ | 6,000 D \$ 0 | 40,000 ⁽³⁾ | D | |
| Common Stock | 01/16/2006 | | A ⁽⁴⁾ | 15,000 A \$ 21.19 | 55,000 ⁽³⁾ | D | |
| Common Stock | | | | | 4,248 ⁽⁵⁾ | I | By 401(K). |

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

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(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 |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 01/16/2006 | | A ⁽⁶⁾ | 5,000 | 01/16/2007 01/16/2013 | Common Stock 5,000 |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 01/16/2006 | | A ⁽⁶⁾ | 5,000 | 01/16/2008 01/16/2013 | Common Stock 5,000 |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 01/16/2006 | | A ⁽⁶⁾ | 5,000 | 01/16/2009 01/16/2013 | Common Stock 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| NAIR HARI N AV. DU BOURGETLAAN, 50 BRUSSELS, BELGIUM B-1130 | Exec. VP and M. Dir. Eur. |

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Hari
N. Nair

01/18/2006

__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 vesting of restricted stock, which is now being reported as non-restricted stock.
- (2) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligation in connection with the vesting of restricted stock described above.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one-third of which vest on each of the first three anniversaries of the grant date.

Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(K) Plan (the Plan Shares). The Plan Shares
- (5) reported as beneficially owned by Reporting Person on his last Report may not equal the Plan Shares reported herein as being owned at the end of the period covered by this Report.
- (6) Reflects grant of stock options 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.

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