

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 | | Broker Non Votes |
|---------------------|------------|-----------|-------------|---------------------|
| | | Against | Abstentions | |
| 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 |

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