TENNECO INC Form 4 January 21, 2015

FORM 4

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

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)

OMB APPROVAL

OMB Number:

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1. Name and Address of Reporting Pers Guo Peng	2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Midd		(Check all applicable)			
500 NORTH FIELD DRIVE	(Month/Day/Year) 01/16/2015	Director 10% Owner X Officer (give title Other (specify below) Sr VP & Gen'l Mgr-Asia Pacific			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LAKE FOREST, IL 60045	Λ	Person			

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	str. 8)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/16/2015		J <u>(1)</u>	857	A	\$0	116,064	D	
Common Stock	01/16/2015		F(2)	317	D	\$ 49.97	115,747	D	
Common Stock	01/16/2015		<u>J(1)</u>	857	D	\$ 0	20,666 (3)	D	
Common Stock	01/18/2015		<u>J(1)</u>	728	A	\$ 0	116,475	D	
Common Stock	01/18/2015		F(2)	231	D	\$ 49.97	116,244	D	

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Common Stock	01/18/2015	<u>J(1)</u>	728	D	\$ 0	19,938 (3)	D	
Common Stock						62,706 (4)	I	By 401(k)

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

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SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. dorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Other

Guo Peng

500 NORTH FIELD DRIVE Sr VP & Gen'l Mgr-Asia Pacific LAKE FOREST, IL 60045

Signatures

/s/James D. Harrington, Attorney-in-fact for Peng Guo

01/21/2015

**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 granted to the Reporting Person pursuant to Rule 16b-3, which is now being reported as non-restricted stock.

Reporting Owners 2

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- (2) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the vesting of restricted stock.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.