

YANOS NEAL  
Form 4  
November 06, 2012

**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 \*  
YANOS NEAL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 NORTH FIELD DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP, North America

LAKE FOREST, IL 60045

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/05/2012		M <sup>(1)</sup>		25,000	A	\$ 3.77
Common Stock	11/05/2012		M <sup>(1)</sup>		2,500	A	\$ 3.74
Common Stock	11/05/2012		M <sup>(1)</sup>		10,000	A	\$ 21.19
Common Stock	11/05/2012		S <sup>(1)</sup>		37,500	D	\$ 32.71
Common Stock							\$ <u>(2)</u>
Common Stock					20,345		<u>(3)</u>

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Common Stock 4,281 <sup>(4)</sup> I By 401(K)

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

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**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 Options (Right to Buy)	\$ 3.77	11/05/2012		M <sup>(1)</sup>	25,000	<sup>(5)</sup> 01/20/2013	Common Stock 25,000
Employee Stock Options (Right to Buy)	\$ 3.74	11/05/2012		M <sup>(1)</sup>	2,500	<sup>(7)</sup> 06/30/2013	Common Stock 2,500
Employee Stock Options (Right to Buy)	\$ 21.19	11/05/2012		M <sup>(1)</sup>	10,000	<sup>(8)</sup> 01/15/2013	Common Stock 10,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
YANOS NEAL 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	Exec. VP, North America

## Signatures

/s/James D. Harrington, Attorney-in-fact for Neal  
Yanos

11/06/2012

\_\_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 cashless exercise of stock options which were granted pursuant to Rule 16b-3. The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
  - (2) The Common Stock reported herein as being sold were sold at a range of between \$30.90 and \$31.4122 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
  - (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.
  - (5) All stock options were exercisable as of 01/21/2006.
  - (6) Reflects stock options granted pursuant to Rule 16b-3.
  - (7) All stock options were exercisable as of 07/01/2006.
  - (8) All stock options were exercisable as of 01/16/2009.

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.