

Charlton Michael John
Form 4
January 17, 2013

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Charlton Michael John

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/15/2013		<u>J</u> ⁽¹⁾		2,511	A	\$ 0	7,799	D
Common Stock	01/15/2013		<u>F</u> ⁽²⁾		879	D	\$ 36.02	6,920	D
Common Stock	01/15/2013		<u>J</u> ⁽¹⁾		2,511	D	\$ 0	8,202 ⁽³⁾	D
Common Stock	01/16/2013		<u>A</u> ⁽⁴⁾		5,571	A	\$ 0	13,773 ⁽³⁾	D
Common Stock	01/16/2013		<u>F</u> ⁽⁵⁾		1,950	D	\$ 36.29	11,823 ⁽³⁾	D

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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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 36.29	01/16/2013		A ⁽⁶⁾	9,609	⁽⁶⁾ 01/15/2020	Common Stock	9,609

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Charlton Michael John 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	Senior Vice President

Signatures

James D. Harrington, Attorney-in-fact for Michael J. Charlton 01/17/2013

 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 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.

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- Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three
- (4) anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with granting of the restricted stock will be accelerated to vest on the grant date.
 - (5) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock.
 - (6) Reflects stock options granted 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.

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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