

TENNECO INC
Form 4
March 02, 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 *
EICKHOFF M KATHRYN

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)
4901 GULF SHORE BLVD., #1903

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

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

NAPLES, FL 34103

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. Code	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					21,625.75 ⁽¹⁾	D	
Common Stock	03/02/2006		M ⁽²⁾		5,000	A	\$ 3.66
Common Stock	03/02/2006		M ⁽²⁾		10,000	A	\$ 1.57
Common Stock	03/02/2006		M ⁽²⁾		5,000	A	\$ 3.77
Common Stock	03/02/2006		M ⁽²⁾		5,000	A	\$ 8.68
	03/02/2006		S ⁽³⁾		25,000	D	6,671

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Common Stock \$ 22.6

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Director Stock Options	\$ 3.66	03/02/2006		M ⁽²⁾	5,000	07/09/2001 01/09/2011	Common Stock	5,000	
Director Stock Options	\$ 1.57	03/02/2006		M ⁽²⁾	10,000	06/05/2002 12/05/2011	Common Stock	10,000	
Director Stock Options	\$ 3.77	03/02/2006		M ⁽²⁾	5,000	07/21/2003 01/21/2013	Common Stock	5,000	
Director Stock Options	\$ 8.68	03/02/2006		M ⁽²⁾	5,000	07/20/2004 01/20/2014	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EICKHOFF M KATHRYN 4901 GULF SHORE BLVD. #1903 NAPLES, FL 34103	X			

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for M. Kathryn
Eickhoff

03/02/2006

__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 restricted stock granted to the Reporting Person pursuant to Section 16b-3.
 - (2) Reflects exercise of stock options which were granted pursuant to Rule 16b-3.
 - (3) Reflects sale of common stock received upon exercise of stock options which were granted pursuant to Rule 16b-3.
 - (4) The Stock Options were granted 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. 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.