

TENNECO INC
Form 3/A
January 20, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Orta Cid Enrique</p> <p>(Last) (First) (Middle)</p> <p>LUITPOLDSTRASSE 83</p> <p>(Street)</p> <p>EDENKOBEN, 2M 67480</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/01/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/10/2015</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,804	D	^
Common Stock	1,029 ⁽¹⁾	D	^
Common Stock	1,164 ⁽²⁾	D	^
Common Stock	10,672 ⁽³⁾	D	^
Common Stock	4,404 ⁽⁴⁾	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Acquire)	Â (5)	07/12/2017	Common Stock	3,579	\$ 22.58	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	01/18/2018	Common Stock	3,654	\$ 45.42	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	07/19/2018	Common Stock	266	\$ 43.2	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	01/17/2019	Common Stock	5,785	\$ 29.83	D	Â
Employee Stock Options (Right to Acquire)	Â (6)	01/15/2020	Common Stock	5,322	\$ 36.29	D	Â
Employee Stock Options (Right to Acquire)	Â (7)	01/14/2021	Common Stock	3,321	\$ 56.23	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Orta Cid Enrique LUITPOLDSTRASSE 83 EDENKOBEN,Â 2MÂ 67480	Â	Â	Â Senior Vice President	Â

Signatures

/s/ James D. Harrington, Attorney-in-fact for Enrique
Orta Cid

01/20/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date, except that shares disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock were accelerated to vest on the grant date. The restricted stock reflected above becomes vested on January 16, 2016. The Reporting Person's original Form 3 did not disclose that such shares were disposed to the Issuer.

(2) Reflects restricted stock 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, except that shares disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock were accelerated to vest on the grant date. The restricted stock reflected above becomes vested in installments of 517 shares on January 15, 2016 and 647 shares on January 15, 2017.

(3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, all of which vest on the fourth anniversary of the grant date, except that shares disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of

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restricted stock were accelerated to vest on the grant date. The restricted stock reflected above becomes vested on January 14, 2019. The Reporting Person's original Form 3 erroneously included the shares that were disposed to the issuer.

- Reflects restricted stock 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, except that shares disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock were accelerated to vest on the grant date. The restricted stock reflected above becomes vested in installments of 1,957 shares on February 4, 2017 and 2,447 shares on February 4, 2018. The Reporting Person's original Form 3 erroneously included the shares that were disposed to the issuer.
- (4)
- (5) 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. All of the stock options have become vested.
- 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. The first installment vested on January 16, 2014, the second installment vested on January 16, 2015 and the third installment becomes vested on January 16, 2016.
- (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. The first installment vested on January 15, 2015, the second installment becomes vested on January 15, 2016 and the third installment becomes vested on January 15, 2017.
- (7)

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.