#### Edgar Filing: TENNECO INC - Form 4

TENNECO Form 4	INC										
February 05	, 2016										
	ЛЛ								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no long	ger								Expires:	January 31, 2005	
subject to Section 1 Form 4 c	S CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated average burden hours per response				
Form 5 obligatio may cont See Instr 1(b).	tinue. Section 17(	a) of the	Public U		ding Com	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type ]	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol TENNECO INC [TEN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
			(Month/Day/Year) 02/03/2016					Director 10% Owner Officer (give title Other (specify below) Exec. Vice President and CFO			
(Street) 4. If Am				Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
I AKE FOR	REST, IL 60045		Filed(Mor	nth/Day/Year	)			Applicable Line) _X_ Form filed by C Form filed by M	one Reporting Pe	rson	
								Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		ned n Date, if Day/Year)	Code	4. Securiti on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/03/2016			A <u>(1)</u>	20,607	А	\$0	39,147 <u>(2)</u>	D		
Common Stock	02/03/2016			F <u>(3)</u>	6,490	D	\$ 35.96	32,657 <u>(2)</u>	D		
Common Stock								108,262	D		
Common Stock								3,805 (4)	Ι	By 401(k)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					· · ·						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TRAMMELL KENNETH R 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Exec. Vice President and CFO				
Signatures							

## Signatures

/s/ James D. Harrington, Attorney-in-fact for Kenneth R. Trammell

\*\*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).

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 to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in

- (1) animetrisates of the grant date, except that shares to be disposed to the issuer in the form of share withhoung to starty tax obligations in connection with the granting of restricted stock will be accelerated to vest on the grant date. The restricted stock reflected above becomes vested in installments of 379 shares on February 3, 2017, 6,869 shares on February 3, 2018 and 6,869 shares on February 3, 2019.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) 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.
- (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.

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