

TENNECO INC
Form 4
May 07, 2007

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 *
Zimmerman J Jeffrey

(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)
05/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Law and Corp. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/03/2007		S	3,760 D \$ 29.91	54	D	
Common Stock	05/03/2007		M ⁽¹⁾	800 A \$ 8.68	854	D	
Common Stock	05/03/2007		M ⁽¹⁾	267 A \$ 13.05	1,121	D	
Common Stock	05/03/2007		M ⁽¹⁾	1,333 A \$ 16	2,454	D	
Common Stock	05/03/2007		M ⁽¹⁾	584 A \$ 21.19	3,038	D	

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Common Stock	05/03/2007	M ⁽¹⁾	84	A	\$ 21.6	3,122	D	
Common Stock	05/03/2007	S	3,068	D	\$ 29.89	54	D	
Common Stock						5,440 ⁽²⁾	D	
Common Stock						3,399 ⁽³⁾	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 8.68	05/03/2007		M ⁽⁴⁾	800	01/20/2007 01/20/2014	Common Stock	800	
Employee Stock Options	\$ 13.05	05/03/2007		M ⁽⁴⁾	267	07/01/2006 07/01/2011	Common Stock	267	
Employee Stock Options	\$ 16	05/03/2007		M ⁽⁴⁾	1,333	01/16/2007 01/16/2012	Common Stock	1,333	
Employee Stock Options	\$ 21.19	05/03/2007		M ⁽⁴⁾	584	01/16/2007 01/16/2013	Common Stock	584	
Employee Stock	\$ 21.6	05/03/2007		M ⁽⁴⁾	84	03/17/2007 03/17/2013	Common Stock	84	

Options

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmerman J Jeffrey 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			VP - Law and Corp. Sec.	

Signatures

/s/J. Jeffrey Zimmerman	05/07/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Shares received upon exercise of Employee Stock Option.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(k) Plan.
- (4) Exercise of Employee Stock Options.
- (5) Reflects stock options granted 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.