## Edgar Filing: TENNECO INC - Form 4

TENNECO Form 4	INC											
January 05,	2016											
FORM	14 UNITED S	татес	SECHE	SITIFS A		FY	ъυ	NCF C	OMMISSION		PPROVAL	
	UNITEDS	JAILS		shington				NGE C		OMB Number:	3235-0287	
Check this box if no longer subject to <b>STATEMENT OF C</b>				IGES IN	BEN	NEFI		LOW	NERSHIP OF	Expires: Estimated a	January 31, 2005 Laverage	
Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	Filed purs Section 17(a	) of the H	Public U		ie Se ding	curit Con	npany	y Act of	e Act of 1934, 1935 or Section 0	burden hou response	rs per	
(Print or Type	Responses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			TENNECO INC [TEN]						(Check all applicable)			
(				3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016					Director 10% Owner X Officer (give title Other (specify below) below) Vice President and Controller			
				endment, Date Original nth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
LAKE FOR	REST, IL 60045								Form filed by M Person	lore than One Re	eporting	
(City)	(State) (	Zip)	Tabl	le I - Non-I	Deriva	ative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock	01/04/2016			M <u>(1)</u>	4,4		A		30,717	D		
Common Stock	01/04/2016			S <u>(1)</u>	4,4	80	D	\$ 45.24	26,237	D		
Common Stock									5,848 <u>(2)</u>	D		
Common Stock									120	Ι	By Daughter	
Common Stock									215	Ι	By Son	

## Edgar Filing: TENNECO INC - Form 4

Common Stock					1	155	Ι	By Son			
Common Stock					2	3,083 <u>(3)</u>	Ι	By By 401(k)			
Reminder: Re	port on a sepa	rate line for each class	s of securities benefic	Persons informat required	who respon ion containe to respond to a currently v	d to the colle d in this forr unless the fo	n are not orm	SEC 1474 (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. 5. Number Transactionof Derivative Code Securities (Instr. 8) 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)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Options (Right to Acquire)	\$ 1.99	01/04/2016		M <u>(1)</u>	4,480	<u>(4)</u>	01/21/2016	Common Stock	4,480		

## **Reporting Owners**

Reporting Owner Name / Address	ress Relationships						
	Director	10% Owner	Officer	Other			
Kunz John E 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Vice President and Controller				
Signatures							
/s/ James D. Harrington, Attorn Kunz	01/05/2016						

\*\*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 cashless exercise of stock options which were granted pursuant to Rule 16b-3. The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (4) The stock options exercised by the Reporting Person vested in three equal installments on January 22, 2010, January 22, 2011 and January 22, 2012.
- (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.