

TENNECO INC
Form 4
November 02, 2005

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 *
BAUER BRENT J

(Last) (First) (Middle)

ONE INTERNATIONAL DRIVE

(Street)

MONROE, MI 49201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2005

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)

Senior Vice President

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	Price	
Common Stock	10/31/2005		M ⁽¹⁾		24,400	A \$ 1.57	34,733 D
Common Stock	10/31/2005		S ⁽¹⁾		24,400	D \$ 16.52	10,333 D
Common Stock	11/01/2005		M ⁽¹⁾		9,000	A \$ 1.57	19,333 D
Common Stock	11/01/2005		S ⁽¹⁾		9,000	D \$ 16.51	10,333 D
Common Stock	11/02/2005		M ⁽¹⁾		600	A \$ 1.57	10,933 D

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Common Stock	11/02/2005		<u>S</u> ⁽¹⁾	600	D	\$ 16.5	10,333	D
Common Stock							29,500 <u>(2)</u>	D

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Share
				Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 1.57	10/31/2005		<u>M</u> ⁽¹⁾	14,000	12/05/2003	12/05/2011	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 1.57	10/31/2005		<u>M</u> ⁽¹⁾	10,400	12/05/2004	12/05/2011	Common Stock	10,400
Employee Stock Option (Right to Buy)	\$ 1.57	11/01/2005		<u>M</u> ⁽¹⁾	9,000	12/05/2004	12/05/2011	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 1.57	11/02/2005		<u>M</u> ⁽¹⁾	600	12/05/2004	12/05/2011	Common Stock	600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUER BRENT J ONE INTERNATIONAL DRIVE MONROE, MI 49201			Senior Vice President	

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Brent J. Bauer	11/02/2005
**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 exercise of stock options which were granted pursuant to Rule 16b-3 and subsequent sale of the common stock received upon exercise.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) 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.