TENNECO INC Form 4 May 01, 2015

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

SECURITIES Estimate burden

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Adda Kunz John E	ress of Reporti	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
500 NORTH FIELD DRIVE			(Month/Day/Year) 04/29/2015	Director 10% OwnerX Officer (give title Other (specify below)  Vice President and Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
LAKE FOREST, IL 60045			Filed(Month/Day/Year)			

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/29/2015		M(1)	4,000	A	\$ 1.99	30,237	D	
Common Stock	04/29/2015		S <u>(1)</u>	4,000	D	\$ 60	26,237	D	
Common Stock							5,848 (2)	D	
Common Stock							120	I	By Daughter
Common Stock							215	I	By Son

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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.				
Common Stock	3,083 (3)	I	By 401(k)	
Common Stock	155	I	By Son	

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 Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ive 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	04/29/2015		M <u>(1)</u>	4,000	<u>(4)</u>	01/21/2016	Common Stock	4,000

# **Reporting Owners**

Kunz

/s/ James D. Harrington, Attorney-in-fact for John E.

Reporting Owner Name / Address	Relationships						
rioporomy o mar riamo, riameso	Director	10% Owner	Officer	Other			
Kunz John E 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Vice President and Controller				
Signatures							

\*\*Signature of Reporting Person Date

Reporting Owners 2

05/01/2015

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### **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.