

TENNECO INC
Form 4
November 27, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
NAIR HARI N

2. Issuer Name and 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 (Month/Day/Year)
11/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Exec. VP and M. Dir. Eur.

AV. DU BOURGETLAAN, 50

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRUSSELS, C9 B-1130

(City) (State) (Zip)

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	11/22/2006		M ⁽¹⁾	45,000 A \$ 8.56	45,000	D	
Common Stock	11/22/2006		M ⁽¹⁾	20,000 A \$ 3.37	65,000	D	
Common Stock	11/22/2006		S ⁽²⁾	65,000 D \$ 23.27	0	D	
Common Stock					45,000 ⁽³⁾	D	
Common Stock					4,239 ⁽⁴⁾	I	By 401(K)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Options (Right to Buy)	\$ 8.56	11/22/2006		M ⁽¹⁾		15,000		11/05/2000	11/05/2009	Common Stock	15,000
Employee Stock Options (Right to Buy)	\$ 8.56	11/22/2006		M ⁽¹⁾		15,000		11/05/2001	11/05/2009	Common Stock	15,000
Employee Stock Options (Right to Buy)	\$ 8.56	11/22/2006		M ⁽¹⁾		15,000		11/05/2002	11/05/2009	Common Stock	15,000
Employee Stock Options (Right to Buy)	\$ 3.37	11/22/2006		M ⁽¹⁾		15,000		07/02/2002	07/02/2011	Common Stock	15,000
Employee Stock Options (Right to Buy)	\$ 3.37	11/22/2006		M ⁽¹⁾		5,000		07/02/2003	07/02/2011	Common Stock	5,000

