

TENNECO INC

Form 4

December 29, 2014

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

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

## OMB APPROVAL

OMB  
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2015  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fornos Josep

(Last) (First) (Middle)

AVENUE DU BOURGET 50

(Street)

BRUSSELS, C9 1130

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TENNECO INC [TEN]

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

12/23/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 12/23/2014                              |   | M <sup>(1)</sup>                     | V Amount (A) or (D) Price<br>11,769 A \$ 19.48                          | 52,747   | D  |   |
| Common<br>Stock                       | 12/23/2014                              |   | M <sup>(1)</sup>                     | 961 A \$ 22.58  | 53,708   | D  |   |
| Common<br>Stock                       | 12/23/2014                              |   | M <sup>(1)</sup>                     | 12,588 A \$ 29.83   | 66,296   | D  |   |
| Common<br>Stock                       | 12/23/2014                              |   | S <sup>(1)</sup>                     | 25,318 D \$ 57.06<br>(2)  | 40,978   | D  |   |
| Common<br>Stock                       | 12/23/2014                              |   | S <sup>(3)</sup>                     | 11,291 D \$ 57  | 29,687   | D  |   |

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Common Stock 13,762 <sup>(4)</sup> I By: 401(K)

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 19.48   | 12/23/2014                              |   | M <sup>(1)</sup>                     |  | 11,769   |     | <sup>(5)</sup>  | 01/14/2017         | Common<br>Stock | 11,769                              |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 22.58   | 12/23/2014                              |   | M <sup>(1)</sup>                     |  | 961  |     | <sup>(7)</sup>  | 07/12/2017         | Common<br>Stock | 961                                 |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 29.83   | 12/23/2014                              |   | M <sup>(1)</sup>                     |  | 12,588   |     | <sup>(8)</sup>  | 01/17/2019         | Common<br>Stock | 12,588                              |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Fornos Josep<br>AVENUE DU BOURGET 50<br>BRUSSELS, C9 1130 | Executive Vice President         |

## Signatures

/s/James D. Harrington, Attorney-in-fact for Josep Fornos

12/29/2014

\_\_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) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$57.00 and \$57.23 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
- (4) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (5) The stock options exercised by the Reporting Person vested in three equal installments on January 15, 2011, January 15, 2012 and January 15, 2013.
- (6) Reflects stock options granted pursuant to Rule 16b-3.
- (7) The stock options exercised by the Reporting Person vested in three equal installments on July 13, 2011, July 13, 2012 and July 13, 2013.
- (8) The stock options exercised by the Reporting Person vested in two equal installments on January 18, 2013 and January 18, 2014. The remaining one-third of the original grant will vest on January 18, 2015.

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.