

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

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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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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)	Amount or Number of Share		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
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

