

TENNECO INC  
Form 8-K  
May 14, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
Current Report  
Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 14, 2010 (May 12, 2010)**

**TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

1-12387  
(Commission File Number)

76-0515284  
(I.R.S. Employer  
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 12, 2010, Tenneco Inc. (the Company) held its 2010 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| <b>Nominee</b>      | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non<br/>Votes</b> |
|---------------------|------------------|----------------------|--------------------|-----------------------------|
| Charles W. Cramb    | 49,171,782       | 441,020              | 125,481            | 4,829,115                   |
| Dennis J. Letham    | 48,366,756       | 1,237,205            | 134,322            | 4,829,115                   |
| Frank E. Macher     | 49,354,475       | 250,573              | 133,235            | 4,829,115                   |
| Hari N. Nair        | 49,181,511       | 430,418              | 126,354            | 4,829,115                   |
| Roger B. Porter     | 48,739,422       | 859,923              | 138,938            | 4,829,115                   |
| David B. Price, Jr. | 49,358,063       | 269,531              | 110,689            | 4,829,115                   |
| Gregg M. Sherrill   | 48,790,934       | 874,990              | 72,359             | 4,829,115                   |
| Paul T. Stecko      | 47,365,064       | 2,217,581            | 155,638            | 4,829,115                   |
| Mitsunobu Takeuchi  | 49,309,293       | 189,424              | 239,566            | 4,829,115                   |
| Jane L. Warner      | 48,230,764       | 1,311,786            | 195,733            | 4,829,115                   |

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year 2010 was approved based upon the following votes:**

|               |            |
|---------------|------------|
| Votes for     | 54,402,524 |
| Votes against | 128,930    |
| Abstentions   | 35,944     |

There were no broker non-votes for this item.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TENNECO INC.**

Date: May 14, 2010

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and  
Corporate Secretary