Edgar Filing: PORTER ROGER B - Form 4

DTED DOOLE

| Form 4 | GEK B | | | | | | | | | | |
|--|--|------------------|--|---------------|---|--|---|--|--------------|--|--------|
| January 19, 20 | 005 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EX | | | | | |) FYCHANCE COMMISSION | | | OMB APPROVAL | | |
| | | DUIAIL | | hington, | | | | OMB Number: | 3235-0287 | | |
| Check this if no longe | .r | | | | | | | | | | |
| subject to Section 16 Form 4 or | SIAII | EMENT O | F CHAN | | IN BENEFICIAL OWNERSHIP OF ECURITIES | | | Estimated a burden hou response | irs per | | |
| Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940 | | | | | | | n | | | | |
| (Print or Type Re | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> PORTER ROGER B | | | 2. Issuer Name and Ticker or Trading Symbol TENNECO AUTOMOTIVE INC [TEN] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | | | | | | | | (Last) |
| GOVERNM | NNEDY SCH ENT, HARVA 'Y, 79 JFK ST | RD | 01/17/20 | 005 | | | below) | below) | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | | h/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| | 1E, WA 02130 | 1 | | | | | Person | | | | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | ecurities Ac | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year) | | ar) Executionany | Execution Date, if | | 3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| | | | | Code V | Amount | (A)or(D) Price | Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | | | | | | · / · · · · · · | 3,235 | D | | | |
| Reminder: Reno | rt on a senarate l | ine for each o | lass of secur | ities benefic | sially owne | d directly or | indirectly | | | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio 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 Shares |
| Director Stock Options (Right to Buy) | \$ 16 | 01/17/2005 | | A <u>(1)</u> | 1,667 | 01/17/2006 | 01/17/2012 | Common Stock | 1,667 |
| Director Stock Options (Right to Buy) | \$ 16 | 01/17/2005 | | A <u>(1)</u> | 1,667 | 01/17/2007 | 01/17/2012 | Common Stock | 1,667 |
| Director Stock Options (Right to Buy) | \$ 16 | 01/17/2005 | | A <u>(1)</u> | 1,666 | 01/17/2008 | 01/17/2012 | Common Stock | 1,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| PORTER ROGER B JOHN F. KENNEDY SCHOOL OF GOVERNMENT HARVARD UNIVERSITY, 79 JFK STREET CAMBRIDGE, MA 02138 | Х | | | | |
| Signatures | | | | | |
| /s/ Timothy R. Donovan, Attorney-in-fact for Roger B. Porter | 01/19/2005 | | | | |
| **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) The Stock Options were granted to the Reporting Person 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.

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