TENNECO INC Form 4 January 18, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Sherrill Gregg M

(Middle)

(First)

500 NORTH FIELD DRIVE

(Street)

2. Issuer Name and Ticker or Trading Symbol

TENNECO INC [TEN]

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

01/15/2017

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

(Ctata)

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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)	,		5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/15/2017		<u>J(1)</u>	9,710	A	\$0	242,941	D	
Common Stock	01/15/2017		F(2)	4,428	D	\$ 66.1	238,513	D	
Common Stock	01/15/2017		<u>J(1)</u>	9,710	D	\$0	106,731 (3)	D	
Common Stock	01/15/2017		<u>J(1)</u>	32,688	A	\$0	271,201	D	
Common Stock	01/15/2017		F(4)	32,688	D	\$ 66.1	238,513	D	

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Common Stock	01/15/2017	<u>J(1)</u>	32,688	D	\$0	74,043 (3)	D
Common Stock	01/15/2017	<u>J(1)</u>	16,403	A	\$0	254,916	D
Common Stock	01/15/2017	F(4)	16,403	D	\$ 66.1	238,513	D
Common Stock	01/15/2017	J <u>(1)</u>	16,403	D	\$ 0	57,640 (3)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o macrimum, radiacos	Director	10% Owner	Officer	Other				
Sherrill Gregg M 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	X		Chairman & CEO					

Signatures

/s/ James D. Harrington, Attorney-in-fact for Gregg M. 01/18/2017 Sherrill

> **Signature of Reporting Person Date

2 Reporting Owners

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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 vesting of restricted stock granted to the Reporting Person pursuant to Rule 16b-3, which is now being reported as non-restricted stock.
- (2) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the vesting of restricted stock.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the deemed vesting, for federal income tax purposes, of restricted stock held by the Reporting Person.

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.