

TENNECO INC
Form 4
March 02, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EICKHOFF M KATHRYN

(Last) (First) (Middle)

4901 GULF SHORE BLVD., #1903

(Street)

NAPLES, FL 34103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2006

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)

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 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	21,625.75 ⁽¹⁾	D	
Common Stock	03/02/2006		M ⁽²⁾	5,000 A	\$ 3.66	11,671	D
Common Stock	03/02/2006		M ⁽²⁾	10,000 A	\$ 1.57	21,671	D
Common Stock	03/02/2006		M ⁽²⁾	5,000 A	\$ 3.77	26,671	D
Common Stock	03/02/2006		M ⁽²⁾	5,000 A	\$ 8.68	31,671	D
	03/02/2006		S ⁽³⁾	25,000 D	6,671	D	

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Common Stock \$ 22.6

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options	\$ 3.66	03/02/2006		M ⁽²⁾		5,000		07/09/2001	01/09/2011	Common Stock	5,000
Director Stock Options	\$ 1.57	03/02/2006		M ⁽²⁾		10,000		06/05/2002	12/05/2011	Common Stock	10,000
Director Stock Options	\$ 3.77	03/02/2006		M ⁽²⁾		5,000		07/21/2003	01/21/2013	Common Stock	5,000
Director Stock Options	\$ 8.68	03/02/2006		M ⁽²⁾		5,000		07/20/2004	01/20/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EICKHOFF M KATHRYN 4901 GULF SHORE BLVD. #1903 NAPLES, FL 34103	X

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for M. Kathryn
Eickhoff

03/02/2006

____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 restricted stock granted to the Reporting Person pursuant to Section 16b-3.
- (2) Reflects exercise of stock options which were granted pursuant to Rule 16b-3.
- (3) Reflects sale of common stock received upon exercise of stock options which were granted pursuant to Rule 16b-3.
- (4) 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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