

TENNECO INC  
Form 4/A  
June 07, 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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schneider Richard P

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TENNECO INC [TEN]

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

09/09/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/13/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

S. VP - Global Admin.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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                    | 09/09/2005                           |                                                    | <u>M</u> <sup>(1)</sup>        |                                                                   | 7,400  | A          | \$ 3.77                                                                                       | 42,540                                                   | D                                                     |
| Common Stock                    | 09/09/2005                           |                                                    | <u>S</u> <sup>(2)</sup>        |                                                                   | 7,400  | D          | \$ 18.5124                                                                                    | 35,140                                                   | D                                                     |
| Common Stock                    | 09/12/2005                           |                                                    | <u>M</u> <sup>(1)</sup>        |                                                                   | 9,200  | A          | \$ 3.77                                                                                       | 44,340                                                   | D                                                     |
| Common Stock                    | 09/12/2005                           |                                                    | <u>S</u> <sup>(2)</sup>        |                                                                   | 9,200  | D          | \$ 18.5035                                                                                    | 35,140                                                   | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 29,500 <u>(3)</u>                                        | D                                                     |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.77                                                               | 09/09/2005                              |                                                             | M <sup>(1)</sup>                        |                                                                                                                 | 7,400                                                          |     | 01/21/2004                                                          | 01/21/2013         | Common<br>Stock | 7,400                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.77                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/21/2005                                                          | 01/21/2013         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.77                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/21/2006                                                          | 01/21/2013         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.77                                                               | 09/12/2005                              |                                                             | M <sup>(1)</sup>                        |                                                                                                                 | 2,600                                                          |     | 01/21/2004                                                          | 01/21/2013         | Common<br>Stock | 2,600                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.77                                                               | 09/12/2005                              |                                                             | M <sup>(1)</sup>                        |                                                                                                                 | 6,600                                                          |     | 01/21/2005                                                          | 01/21/2013         | Common<br>Stock | 6,600                               |
| Employee<br>Stock                                   | \$ 3.77                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/21/2006                                                          | 01/21/2013         | Common<br>Stock | 10,000                              |

Option  
(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                             |
|-----------------------------------------------------------------------|-------------------------------------------|
|                                                                       | Director    10% Owner    Officer    Other |
| Schneider Richard P<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 | S. VP - Global Admin.                     |

## Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Richard P.  
Schneider

06/07/2006

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

### Remarks:

This amendment corrects the original Form 4 filing, which incorrectly reported the September 9, 2005 exercise of 2,400 Employee Stock Options with an exercise price of \$8.56 per share and 5,000 Employee Stock Options with an exercise price of \$3.77 per share. Reporting Person actually exercised 7,400 Employee Stock Options with an exercise price of \$3.77 per share on September 9,

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