

TENNECO INC
Form 4
February 16, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRISSORA MARK 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)
02/16/2006

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)

Chairman, CEO and President

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 (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	02/16/2006		M ⁽¹⁾		108,333	A	\$ 8.56
Common Stock	02/16/2006		M ⁽¹⁾		166,667	A	\$ 1.57
Common Stock	02/16/2006		M ⁽¹⁾		125,000	A	\$ 3.77
Common Stock	02/16/2006		S		400,000	D	\$ 21.76
Common Stock					195,000	D	⁽²⁾

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Common Stock	300	I	By child of reporting person
Common Stock	12,016 ⁽³⁾	I	By 401(K).

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

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 8.56	02/16/2006		M ⁽⁴⁾	108,333	11/05/2000	11/05/2009	Common Stock	108,333
Employee Stock Option (Right to Buy)	\$ 8.56					11/05/2001	11/05/2009	Common Stock	125,000
Employee Stock Option (Right to Buy)	\$ 8.56					11/05/2002	11/05/2009	Common Stock	125,000
Employee Stock Option (Right to Buy)	\$ 1.57	02/16/2006		M ⁽⁴⁾	83,333	12/05/2003	12/05/2011	Common Stock	83,333
Employee Stock	\$ 1.57	02/16/2006		M ⁽⁴⁾	83,334	12/05/2004	12/05/2011	Common Stock	83,334

Option (Right to Buy)										
Employee Stock Option (Right to Buy)	\$ 3.77	02/16/2006	M ⁽⁴⁾	41,666	01/21/2004	01/21/2013	Common Stock	41,6		
Employee Stock Option (Right to Buy)	\$ 3.77	02/16/2006	M ⁽⁴⁾	41,667	01/21/2005	01/21/2013	Common Stock	41,6		
Employee Stock Option (Right to Buy)	\$ 3.77	02/16/2006	M ⁽⁴⁾	41,667	01/21/2006	01/21/2013	Common Stock	41,6		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRISSORA MARK P 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	X		Chairman, CEO and President	

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Mark P.
Frissora

02/16/2006

__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) Shares received upon exercise of Employee Stock Options.

(2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

(3) Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(k) Plan (the Plan Shares). The Plan Shares reported as beneficially owned by Reporting Person on his last Report may not equal the Plan Shares reported herein as being owned at the end of the period covered by this Report.

(4) Exercise of Employee Stock Options.

(5) Reflects stock options granted 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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