

TENNECO INC  
Form 8-K  
May 25, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 25, 2011 (May 23, 2011)  
TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-12387  
(Commission File Number)

76-0515284  
(IRS Employer  
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS.**

On May 23, 2011, the Company announced that its board of directors has approved a share repurchase program, authorizing the repurchase of up to 400,000 shares of the company's outstanding common stock over the next 12 months. The repurchase program is intended to offset dilution from shares of restricted stock and stock options that were issued in 2011 to employees under Tenneco's long-term compensation plan. The company anticipates acquiring the shares through open market or privately negotiated transactions, which will be funded through cash from operations. The repurchase program does not obligate Tenneco to make repurchases at any specific time or situation. A copy of the press release announcing the share repurchase program is attached as Exhibit 99.1 to this report and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

Exhibit No.	Description
99.1	Press release dated May 23, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TENNECO INC.**

Date: May 25, 2011

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and Corporate Secretary