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TENNECO AUTOMOTIVE INC  
Form 8-K  
July 30, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

Current Report

Pursuant To Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): July 28, 2004

TENNECO AUTOMOTIVE INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

1-12387  
(Commission File Number)

76-0  
(I.R.S. Employee  
Identifi

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS  
(Address of Principal Executive Offices)

60045  
(Zip Code)

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

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On July 28, 2004, Tenneco Automotive announced that it will not proceed with its proposed private placement offering of \$500 million in senior subordinated notes as announced on July 26, 2004. The Company also announced its withdrawal of its tender offer and consent solicitation for its outstanding 11 5/8% Senior Subordinated Notes. These events are described in the Company's press release dated July 28, 2004, which is filed as an exhibit to this Current Report on Form 8-K and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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Exhibit No. -----	Description -----
99.1	Press release issued July 28, 2004.

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 AUTOMOTIVE INC.

Date: July 28, 2004

By: /s/ Kenneth R. Trammell

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Kenneth R. Trammell  
Senior Vice President and  
Chief Financial Officer