TENNECO INC Form 4

September 09, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per 0.5 response...

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kunz John E			2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
500 NORTH FIELD DRIVE		RIVE	(Month/Day/Year) 09/07/2016	Director 10% Owner _X Officer (give title Other (specify below) Vice President and Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAKE FORI	EST, IL 600)45	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
Common Stock	09/07/2016		M(1)	4,322	A	\$ 19.48	32,523	D	
Common Stock	09/07/2016		S <u>(1)</u>	4,322	D	\$ 56.96 (2)	28,201	D	
Common Stock							7,635 <u>(3)</u>	D	
Common Stock							120	I	By Daughter
Common Stock							215	I	By Son

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Common Stock	155	I	By Son				
Common Stock	3,083	(4) I	By 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 $(e.g., \, \mathrm{puts}, \, \mathrm{calls}, \, \mathrm{warrants}, \, \mathrm{options}, \, \mathrm{convertible} \, \mathrm{securities})$

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)			Derivative Expiration Date curities (Month/Day/Year) cquired (A) or isposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Acquire)	\$ 19.48	09/07/2016		M <u>(1)</u>	4,322	<u>(5)</u>	01/14/2017	Common Stock	4,322

Reporting Owners

Reporting Owner Name / Address	Relationships						
noporous o water runte / rruntess	Director	10% Owner	Officer	Other			
Kunz John E 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Vice President and Controller				
Signatures							
/s/ James D. Harrington, Attorn Kunz	ney-in-fac	t for John E.	09/09/2016				
**Signature of Reporti	ng Person		Date				

Reporting Owners 2

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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 cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) The Common Stock sold by the Reporting Person and reported herein was sold at a range of between \$56.95 and \$56.973 per share. The sale price represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) The stock options exercised by the Reporting Person vested in three equal installments on January 15, 2011, January 15, 2012 and January 15, 2013.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.