

TENNECO INC
Form 4
May 24, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACHER FRANK E

(Last) (First) (Middle)

**C/O COLLINS & AIKMAN, 250
STEPHENSON HWY**

(Street)

TROY, MI 48083

(City) (State) (Zip)

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

TENNECO INC [TEN]

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

05/22/2007

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)

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	05/22/2007		M ⁽¹⁾		2,500	A \$ 5.75	9,304 D
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A \$ 3.66	14,304 D
Common Stock	05/22/2007		M ⁽¹⁾		10,000	A \$ 1.57	24,304 D
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A \$ 3.77	29,304 D
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A \$ 8.68	34,304 D

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Common Stock	05/22/2007	M ⁽¹⁾	5,000	A	\$ 16	39,304	D
Common Stock	05/22/2007	S	32,500	D	\$ 31.8923	6,804	D

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

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(9-02)

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 or Number of Shares
Director Stock Options (right to buy)	\$ 5.75	05/22/2007		M ⁽²⁾		2,500		01/11/2001	07/11/2010	Common Stock	2,500
Director Stock Options (right to buy)	\$ 3.66	05/22/2007		M ⁽²⁾		5,000		07/09/2001	01/09/2011	Common Stock	5,000
Director Stock Options (right to buy)	\$ 1.57	05/22/2007		M ⁽²⁾		10,000		06/05/2002	12/05/2011	Common Stock	10,000
Director Stock Options (right to buy)	\$ 3.77	05/22/2007		M ⁽²⁾		5,000		07/21/2003	01/21/2013	Common Stock	5,000
Director Stock Options	\$ 8.68	05/22/2007		M ⁽²⁾		5,000		07/20/2004	01/20/2014	Common Stock	5,000

(right to
buy)

Director

Stock

Options

\$ 16

05/22/2007

M2

5,000

07/17/2005

01/17/2012

Common
Stock

5,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACHER FRANK E C/O COLLINS & AIKMAN 250 STEPHENSON HWY TROY, MI 48083	X

Signatures

/s/ James D. Harrington, Attorney-in-fact for Frank E.
Macher

05/24/2007

**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 Director Stock Options

(2) Exercise of Director Stock Options

(3) 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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