

Charlton Michael John
 Form 3
 December 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Charlton Michael John (Last) (First) (Middle) 500 NORTH FIELD DRIVE (Street) LAKE FOREST, Â IL Â 60045 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2008 | 3. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: Charlton Michael John - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Options (Right to Acquire) | Â (1) | 01/16/2013 | Common Stock | 700 | \$ 21.19 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (2) | 01/16/2014 | Common Stock | 1,000 | \$ 26.7 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (3) | 01/15/2015 | Common Stock | 1,000 | \$ 23.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Charlton Michael John 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045 | Â | Â | Â Vice President | Â |

Signatures

James D. Harrington, Attorney-in-fact for Michael J.
Charlton

12/22/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 stock options granted to the Reporting Person pursuant to Rule 16b-3, two-thirds of which are vested and one-third of which vest on January 16, 2009.
- (2) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one-third of which are vested, one-third of which vest on January 16, 2009 and one-third of which vest on January 16, 2010.
- (3) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one-third of which vest on January 15, 2009, one-third of which vest on January 15, 2010 and one-third of which vest on January 15, 2011.

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.