

TENNECO INC

Form 4

September 16, 2016

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 *
Guo Peng

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/14/2016		M ⁽¹⁾	V Amount (A) or (D) Price 1,563 A \$ 19.48	89,828	D	
Common Stock	09/14/2016		S ⁽¹⁾	1,563 D \$ 56.11	88,265	D	
Common Stock	09/14/2016		M ⁽¹⁾	1,623 A \$ 24.27	89,888	D	
Common Stock	09/14/2016		S ⁽¹⁾	1,623 D \$ 56.16	88,265	D	
Common Stock					31,356 ⁽²⁾	D	

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Common Stock 63,462 ⁽³⁾ I By 401(k)

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)	8. Amount or Number of Shares
Employee Stock Options (Right to Acquire)	\$ 19.48	09/14/2016		M ⁽¹⁾	1,563	⁽⁴⁾ 01/14/2017	Common Stock	1,563
Employee Stock Options (Right to Acquire)	\$ 24.27	09/14/2016		M ⁽¹⁾	1,623	⁽⁶⁾ 03/31/2017	Common Stock	1,623

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Guo Peng 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	Senior Vice President

Signatures

/s/ James D. Harrington, Attorney-in-fact for
Peng Guo

09/16/2016

 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) Reflects cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (4) The stock options exercised by the Reporting Person vested in three equal installments on January 15, 2011, January 15, 2012 and January 15, 2013.
- (5) Reflects stock options granted pursuant to Rule 16b-3.
- (6) The stock options exercised by the Reporting Person vested in three equal installments on April 1, 2011, April 1, 2012 and April 1, 2013.

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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