

TENNECO INC  
Form 4  
May 24, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**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

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

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|              |            |  |                  |        |   |            |        |   |
|--------------|------------|--|------------------|--------|---|------------|--------|---|
| Common Stock | 05/22/2007 |  | M <sup>(1)</sup> | 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.

**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.**

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

(right to buy)

Director Stock

|         |       |            |  |                  |       |            |            |              |       |
|---------|-------|------------|--|------------------|-------|------------|------------|--------------|-------|
| Options | \$ 16 | 05/22/2007 |  | M <sup>(2)</sup> | 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<br>C/O COLLINS & AIKMAN<br>250 STEPHENSON HWY<br>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

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