

Charlton Michael John  
 Form 3  
 December 19, 2008

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

OMB APPROVAL

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**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 * ^ Charlton Michael John (Last) (First) (Middle)  500 NORTH FIELD DRIVE (Street)  LAKE FOREST, IL 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
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**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	^

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

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**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			

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				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.  
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