

Harrington James D.  
Form 3  
June 02, 2009

**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)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Harrington James D.</p> <p>(Last) (First) (Middle)</p> <p>500 NORTH FIELD DRIVE</p> <p>(Street)</p> <p>LAKE FOREST,Â ILÂ 60045</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr. VP, Gen. Csl and Corp. Sec</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 310  | D   | Â  |
| Common Stock                       | 366 <sup>(1)</sup>                                       | D   | Â  |
| Common Stock                       | 567 <sup>(2)</sup>                                       | D   | Â  |
| Common Stock                       | 1,440 <sup>(3)</sup>                                     | D   | Â  |
| Common Stock                       | 9,243  | I   | By 401(k)  |

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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Employee Stock Options<br>(Right to Buy)      | Â (4)  | 01/14/2012         | Common<br>Stock  | 1,000                            | \$ 16  | D  | Â   |
| Employee Stock Options<br>(Right to Buy)      | Â (4)  | 01/16/2013         | Common<br>Stock  | 1,000                            | \$ 21.19   | D  | Â   |
| Employee Stock Options<br>(Right to Buy)      | Â (5)  | 01/16/2014         | Common<br>Stock  | 1,250                            | \$ 26.7  | D  | Â   |
| Employee Stock Options<br>(Right to Buy)      | Â (6)  | 07/18/2014         | Common<br>Stock  | 526                              | \$ 36  | D  | Â   |
| Employee Stock Options<br>(Right to Buy)      | Â (7)  | 01/01/2015         | Common<br>Stock  | 1,700                            | \$ 23.75   | D  | Â   |
| Employee Stock Options<br>(Right to Buy)      | Â (8)  | 01/22/2016         | Common<br>Stock  | 3,120                            | \$ 1.99  | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                   | Other |
| Harrington James D.<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 | Â             | Â         | Â Sr. VP,<br>Gen. Csl<br>and Corp.<br>Sec | Â     |

## Signatures

James D.  
Harrington

06/02/2009

\*\*Signature of \_\_\_\_\_ Date \_\_\_\_\_  
Reporting Person

## 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 grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on July 18, 2008, the second installment becomes vested on July 18, 2009 and the third installment becomes vested on July 18, 2010.
- (2) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 15, 2009, the second installment becomes vested on January 15, 2010 and the third installment becomes vested on January 15, 2011.
- (3)

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Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment becomes vested on January 22, 2010, the second installment becomes vested on January 22, 2011 and the third installment becomes vested on January 22, 2012.

- (4) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. All of the stock options have become vested.

- (5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 16, 2008, the second installment vested on January 16, 2009 and the third installment becomes vested on January 16, 2010.

- (6) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on July 18, 2008, the second installment becomes vested on July 18, 2009 and the third installment becomes vested on July 18, 2010.

- (7) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 15, 2009, the second installment becomes vested on January 15, 2010 and the third installment becomes vested on January 15, 2011.

- (8) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment becomes vested on January 22, 2010, the second installment becomes vested on January 22, 2011 and the third installment becomes vested on January 22, 2012.

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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