

TENNECO INC
Form 8-K
December 17, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
Current Report
Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 16, 2008 (December 15, 2008)

TENNECO INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-12387
(Commission File Number)

76-0515284
(I.R.S. Employer
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS
(Address of Principal Executive Offices)

60045
(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 OTHER EVENTS.

On December 15, 2008, Tenneco Inc. announced that it is seeking to amend a financial covenant in its senior credit facility for the fourth quarter 2008. As a precautionary step, the company is seeking an amendment to increase its leverage covenant ratio (net debt/EBITDA) to a maximum ratio of 4.25 from the current maximum ratio of 4.0. The company expects to meet with its lenders to evaluate a more comprehensive amendment to the senior credit facility early in 2009.

A copy of the company's press release announcing this information is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued December 15, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENNECO INC.

Date: December 16, 2008

By: /s/ David A. Wardell
 David A. Wardell
 Senior Vice President,
 General Counsel and Secretary

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. Price of Derivative Security (Instr. 5)
 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
 11. Nature of Indirect Beneficial Ownership (Instr. 4)
 Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares
 Restricted Stock Units (1) 09/07/2006 A 20,850 (2) (2) Common Shares 20,850 \$ 0 20,850 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINNEY LES C 5960 HEISLEY ROAD MENTOR, OH 44060	X		President and CEO	

Signatures

Dennis P. Patton, Authorized Representatvie under Power of Attorney
 09/11/2006
 **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) Each restricted stock unit represents a contingent right to receive one STERIS Corporation common share.
- (2) The restricted stock units vest on May 31, 2009. Vested shares will be delivered to the reporting person promptly following the vesting date.

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.