

SCHNELDER RICHARD P
Form 4
September 09, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNELDER RICHARD P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2005

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S. VP - Global Admin.

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	09/07/2005		M ⁽¹⁾	48,500 A \$ 8.56	83,640	D	
Common Stock	09/07/2005		S	48,500 D \$ 18.6209	35,140	D	
Common Stock	09/08/2005		M ⁽¹⁾	39,100 A \$ 8.56	74,240	D	
Common Stock	09/08/2005		S	39,100 D \$ 18.5196	35,140	D	
Common Stock					29,500 ⁽²⁾	D	

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 8.56	09/07/2005		M ⁽³⁾	30,000	11/05/2000 11/05/2009	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/07/2005		M ⁽³⁾	18,500	11/05/2001 11/05/2009	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/08/2005		M ⁽³⁾	11,500	11/05/2001 11/05/2009	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/08/2005		M ⁽³⁾	27,600	11/05/2002 11/05/2009	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHNELDER RICHARD P
500 NORTH FIELD DRIVE

S. VP - Global Admin.

LAKE FOREST, IL 60045

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Richard P.
Schneider

09/09/2005

__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 Employee Stock Options.
 - (2) Reflects restricted stock held by Reporting Person.
 - (3) Exercise of Employee Stock Options.
 - (4) Reflects stock options granted pursuant to Rule 16b-3.

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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