

SCHNELDER RICHARD P
Form 4
September 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
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)

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

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

LAKE FOREST, IL 60045

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	09/09/2005		M ⁽¹⁾		2,400	A	\$ 8.56	37,540	D	
Common Stock	09/09/2005		M ⁽¹⁾		5,000	A	\$ 3.77	42,540	D	
Common Stock	09/09/2005		S		7,400	D	\$ 18.5124	35,140	D	
Common Stock	09/12/2005		M ⁽¹⁾		9,200	A	\$ 3.77	44,340	D	
Common Stock	09/12/2005		S		9,200	D	\$ 18.5035	35,140	D	

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Common Stock 29,500 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.56	09/09/2005		M ⁽³⁾	2,400		11/05/2002	11/05/2009	Common Stock	2,400
Employee Stock Option (Right to Buy)	\$ 3.77	09/09/2005		M ⁽³⁾	5,000		01/21/2004	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77						01/21/2005	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77						01/21/2006	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77	09/12/2005		M ⁽³⁾	5,000		01/21/2004	01/21/2013	Common Stock	5,000

Buy)

Employee
Stock

Option	\$ 3.77	09/12/2005		M ⁽³⁾	4,200	01/21/2005	01/21/2013	Common Stock	10,000
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(Right to
Buy)

Employee
Stock

Option	\$ 3.77					01/21/2006	01/21/2013	Common Stock	10,000
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(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNELDER RICHARD P 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			S. VP - Global Admin.	

Signatures

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

09/13/2005

**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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