

Kessler Brian J
 Form 4
 February 06, 2018

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 *
 Kessler Brian J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

500 NORTH FIELD DRIVE

02/03/2018

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

LAKE FOREST, IL 60045

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/03/2018		J ⁽¹⁾	12,880 A	\$ 0 58,922	D	
Common Stock	02/03/2018		F ⁽²⁾	6,298 D	\$ 56.11 52,624	D	
Common Stock	02/03/2018		J ⁽¹⁾	12,880 D	\$ 0 90,803 ⁽³⁾	D	
Common Stock	02/04/2018		J ⁽¹⁾	9,789 A	\$ 0 62,413	D	
Common Stock	02/04/2018		F ⁽²⁾	4,787 D	\$ 56.11 57,626	D	

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(3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

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