

TENNECO INC  
Form 4  
January 03, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PORTER ROGER B**

(Last) (First) (Middle)

**JOHN F. KENNEDY SCHOOL OF GOVERNMENT, HARVARD UNIVERSITY, 79 JFK STREET**

(Street)

**CAMBRIDGE, MA 02138**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/01/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					8,153	D	
Common Stock					3,500 <sup>(3)</sup>	D	

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

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SEC 1474  
(9-02)

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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 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. P...				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Units	\$ 0 <sup>(1)</sup>	01/01/2008		A		1,304		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	1,304	\$ 2

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

PORTER ROGER B  
 JOHN F. KENNEDY SCHOOL OF GOVERNMENT  
 HARVARD UNIVERSITY, 79 JFK STREET  
 CAMBRIDGE, MA 02138

X

**Signatures**

/s/ James Harrington, Attorney-in-fact for Roger B. Porter

01/03/2008

                                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) 1-for-1

(2) Stock equivalent units awarded pursuant to Rule 16b-3 in payment of Board of Directors' fees, and are to be settled in cash or stock upon or following termination of service of director.

(3) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, all of which vest on the first anniversary of the grant date.

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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