

Charlton Michael John
 Form 4
 January 17, 2013

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 *
 Charlton Michael John

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)
 500 NORTH FIELD DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

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 | 01/15/2013 | | J ⁽¹⁾ | | 2,511 A \$ 0 7,799 | D | |
| Common Stock | 01/15/2013 | | F ⁽²⁾ | | 879 D \$ 36.02 6,920 | D | |
| Common Stock | 01/15/2013 | | J ⁽¹⁾ | | 2,511 D \$ 0 8,202 ⁽³⁾ | D | |
| Common Stock | 01/16/2013 | | A ⁽⁴⁾ | | 5,571 A \$ 0 13,773 ⁽³⁾ | D | |
| Common Stock | 01/16/2013 | | F ⁽⁵⁾ | | 1,950 D \$ 36.29 11,823 ⁽³⁾ | D | |

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- Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three
- (4) anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with granting of the restricted stock will be accelerated to vest on the grant date.
 - (5) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock.
 - (6) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries 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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