**TENNECO INC** Form 4 March 08, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sherrill Gregg M Issuer Symbol TENNECO INC [TEN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title 500 NORTH FIELD DRIVE 03/07/2017 below) Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE FOREST, IL 60045 Person

| (City)                               | (State)                                 | Zip) Tabl   | e I - Non-D                            | erivative   | Secur            | ities Acqu         | uired, Disposed of   | f, or Beneficial                              | ly Owned  |
|--------------------------------------|---|---|--|---|------------------|--------------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |                    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                      |   |   | Code V                                 | Amount  | (A)<br>or<br>(D) | Price              | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   | (Instr. 4)                                    |   |
| Common<br>Stock                      | 03/07/2017                              |   | M <u>(1)</u>                           | 9,578   | A                | \$<br>29.83        | 249,634  | D   |   |
| Common<br>Stock                      | 03/07/2017                              |   | S(1)                                   | 246   | D                | \$ 64.5            | 249,388  | D   |   |
| Common<br>Stock                      | 03/07/2017                              |   | S(1)                                   | 9,332   | D                | \$<br>64.25<br>(2) | 240,056  | D   |   |
| Common<br>Stock                      |   |   |  |   |                  |                    | 73,976 (3)   | D   |   |

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

#### Edgar Filing: TENNECO INC - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number omf 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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|--|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Acquire) | \$ 29.83  | 03/07/2016                              |   | M <u>(1)</u>                           | 9,578  | <u>(4)</u>   | 01/17/2019         | Common<br>Stock   | 9,578                                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |                |       |  |  |  |
|--------------------------------|---------------|-----------|----------------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer        | Other |  |  |  |
| Sherrill Gregg M               |               |           |                |       |  |  |  |
| 500 NORTH FIELD DRIVE          | X             |           | Chairman & CEO |       |  |  |  |
| LAKE FOREST, IL 60045          |               |           |                |       |  |  |  |

## **Signatures**

/s/ James D. Harrington, Attorney-in-fact for Gregg M.
Sherrill
03/08/2017

Date

\*\*Signature of Reporting Person

# **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) Reflects cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$64.25 and \$64.29 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

**(4)** 

Reporting Owners 2

#### Edgar Filing: TENNECO INC - Form 4

The stock options exercised by the Reporting Person vested in three equal installments on January 18, 2013, January 18, 2014 and January 18, 2015.

(5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.