Smith Brandon B. Form 3 October 20, 2017

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 A Person * Smith Br	•	porting	2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]				
(Last)	(First)	(Middle)	10/11/2017	1	4. Relationsh Person(s) to l	ship of Reporting Dissuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
500 N. FIELD DRIVE					(Check all applicable)				
	(Street)							6. Individual or Joint/Group Filing(Check Applicable Line)	
LAKE FOREST, IL 60045								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned						
1.Title of Secu (Instr. 4)	rity			2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial ership :. 5)	
Common St	ock			2,661		D	Â		
Common Stock			571 <u>(1)</u>		D	Â			
Common Stock			1,502 <u>(2)</u>		D	Â			
Common Stock			1,518 <u>(3)</u>		D	Â			
Common St	ock			992		I	By 4	401(k) <u>(4)</u>	
Reminder: Report on a separate line for each class of securities benefic owned directly or indirectly. Persons who respond to the collection of					SEC 1473 (7-02	2)			
	_		ained in this tond unless th		-				

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration D (Month/Day/Year) Date Exercisable		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Amount or Title Number of Shares		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Employee Stock Options (Right to Acquire)	(5)	03/31/2020	Common Stock	388	\$ 38.9	D	Â
Employee Stock Options (Right to Acquire)	(5)	01/14/2021	Common Stock	876	\$ 56.23	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer of the same	Director	10% Owner	Officer	Other			
Smith Brandon B. 500 N. FIELD DRIVE LAKE FOREST, IL 60045	Â	Â	Interim General Counsel*	Â			

Signatures

/s/ Brandon B.
Smith

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3. The restricted stock reflected above becomes vested on February 4, 2018.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3. The restricted stock reflected above will vest 751 shares on February 3, 2018 and 751 shares on February 3, 2019.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3. The restricted stock reflected above will vest 506 shares on February 1, 2018, 506 shares on February 1, 2019 and 506 shares on February 1, 2020.
- (4) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one-third of which vested on each of the first three anniversaries of the grant date. All of the stock options reflected above have become vested.

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Remarks:

* and Corporate Secretary

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.

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