Guo Peng Form 4 December 15, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Guo Peng

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TENNECO INC [TEN]

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner _ Other (specify

500 NORTH FIELD DRIVE

(Month/Day/Year) 12/13/2017

_X__ Officer (give title below)

Executive Vice President

(Street)

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

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

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

(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)	Code	Fransaction(A) or Disposed of (D)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		Price	(Instr. 3 and 4)		
Common Stock	12/12/2017		G	V	4,000	D	\$0	87,957	D	
Common Stock	12/13/2017		M(1)		1,650	A	\$ 45.42	89,607	D	
Common Stock	12/13/2017		S(1)		1,650	D	\$ 57.73	87,957	D	
Common Stock	12/13/2017		M(1)		373	A	\$ 43.2	88,330	D	
Common Stock	12/13/2017		S <u>(1)</u>		373	D	\$ 57.67	87,957	D	

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Common Stock	12/13/2017	M <u>(1)</u>	3,535	A	\$ 29.83	91,492	D	
Common Stock	12/13/2017	S <u>(1)</u>	3,535	D	\$ 57.67 (2)	87,957	D	
Common Stock						26,315 <u>(3)</u>	I	By 401(k)
Common Stock						32,683 (4)	D	

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

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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)	Code Securities		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Acquire)	\$ 45.42	12/13/2017		M <u>(1)</u>	1,650	<u>(5)</u>	01/18/2018	Common Stock	1,650
Employee Stock Option (Right to Acquire)	\$ 43.2	12/13/2017		M <u>(1)</u>	373	<u>(7)</u>	07/19/2018	Common Stock	373
Employee Stock Option (Right to Acquire)	\$ 29.83	12/13/2017		M(1)	3,535	(8)	01/17/2019	Common Stock	3,535

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Guo Peng

500 NORTH FIELD DRIVE E LAKE FOREST, IL 60045

Executive Vice President

Signatures

/s/ Brandon B. Smith, Attorney-in-fact for Peng Guo

12/15/2017

**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) 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 was sold at a range of between \$57.661 and \$57.673 per share. The sale price represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (4) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (5) The stock options exercised by the Reporting Person vested in three equal installments on January 19, 2012, January 19, 2013 and January 19, 2014.
- (6) Reflects stock options granted pursuant to Rule 16b-3.
- (7) The stock options exercised by the Reporting Person vested in three equal installments on July 20, 2012, July 20, 2013 and July 20, 2014.
- (8) The stock options exercised by the Reporting Person vested in three equal installments on January 18, 2013, January 18, 2014 and January 18, 2015.

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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