

TENNECO INC
Form 10-K/A
December 09, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 1-12387

TENNECO INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

76-0515284

(I.R.S. Employer
Identification No.)

500 North Field Drive

Lake Forest, IL

(Address of principal executive offices)

60045

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, par value \$.01 per share

**Name of each Exchange
on which registered**

New York and Chicago Stock Exchanges

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during

the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

Class of Common Equity and Number of Shares

held by Non-affiliates at June 30, 2009

Common Stock, 45,373,857 shares

Market Value held by Non-affiliates*

\$480,962,884

* Based upon the closing sale price on the New York Stock Exchange Composite Tape for the Common Stock on June 30, 2009.

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE REGISTRANT'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE. Common Stock, par value \$.01 per share, 59,459,360 shares outstanding as of February 22, 2010.

Documents Incorporated by Reference:

| Document | Part of the Form 10-K into which incorporated |
|--|--|
| Portions of Tenneco Inc.'s Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 12, 2010 | Part III |

EXPLANATORY NOTE

Tenneco Inc. (the Company) is filing this Form 10-K/A to refile the signatures to its Annual Report on Form 10-K for the year ended December 31, 2009 that was originally filed on February 26, 2010 (the Original Annual Report), in response to comments received from the Securities and Exchange Commission (the SEC) regarding the signature page to the Original Annual Report as part of the SEC's comment letter dated September 28, 2010. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, currently dated certifications by the Company's principal executive officer and principal financial officer are being provided as exhibits to this Form 10-K/A.

The Original Annual Report has been revised solely to reflect the changes above. This Form 10-K/A speaks only as of the date the Original Annual Report was filed, and the Company has not undertaken herein to amend, supplement or update any information contained in the Original Annual Report to give effect to any subsequent events. Accordingly, this Form 10-K/A should be read in conjunction with the Original Annual Report and the Company's other reports filed with the SEC subsequent to the filing of the Original Annual Report, including any amendments to those filings.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TENNECO INC.

By /s/ Gregg M. Sherrill
Gregg M. Sherrill
Chairman and Chief Executive Officer

Date: December 9, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 this report has been signed by the following persons in the capacities indicated on December 9, 2010.

| Signature | Title |
|--|---|
| /s/ Gregg M. Sherrill Gregg M. Sherrill | Chairman and Chief Executive Officer and Director (principal executive officer) |
| /s/ Kenneth R. Trammell Kenneth R. Trammell | Executive Vice President and Chief Financial Officer (principal financial officer) |
| * Paul D. Novas | Vice President and Controller (principal accounting officer) |
| * Charles W. Cramb | Director |
| * Dennis J. Letham | Director |
| * Hari N. Nair | Director |
| * Roger B. Porter | Director |
| * David B. Price, Jr. | Director |
| * | Director |

Paul T. Stecko

*

Director

Mitsunobu Takeuchi

*

Director

Jane L. Warner

*By: /s/ Kenneth R. Trammell
Kenneth R. Trammell
Attorney in fact

EXHIBITS

The following exhibits are provided with this Amendment No. 1 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2009.

INDEX TO EXHIBITS

- 31.1 Certification of Gregg M. Sherrill under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Kenneth R. Trammell under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Gregg M. Sherrill and Kenneth R. Trammell under Section 906 of the Sarbanes-Oxley Act of 2002.