Edgar Filing: LETHAM DENNIS J - Form 4

Form 4											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
<i></i>		~		hington,					Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	s box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligations may contin <i>See</i> Instruct 1(b).	Section 17(a) of the		ility Hold	ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> LETHAM DENNIS J			2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	TENNECO INC [TEN] 3. Date of Earliest Transaction				(Check all applicable)				
			(Month/Day/Year) 06/01/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	Street) 4. If Amendment Filed(Month/Day/			nent, Date Original Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
GLENVIEW	, IL 60026							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock								2,250 (1)	D		
Common Stock								13,757	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)	4. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Units	\$ 0 <u>(2)</u>	06/01/2010	А	199	(3)	(3)	Common Stock	199	\$ 22

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LETHAM DENNIS J C/O ANIXTER INTERNATIONAL INC. 2301 PATRIOT BLVD GLENVIEW, IL 60026	Х					
Signatures						
/s/James D. Harrington, Attorney-in-fact fo	r Dennis	J.	06/02	2/2010		

Letham

**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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (2) 1-for-1
- Stock equivalent units awarded pursuant to Rule 16b-3 in payment of Board of Directors' fees, and are to be settled in cash or stock upon (3) or following termination of service as a director.

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.