BAUER BRENT J

Form 4

January 24, 2006

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

01/21/2006

Stock

Stock

Stock

Common

Common

BAUER BRENT J  (Last) (First) (Middle)  ONE INTERNATIONAL DRIVE			Symbol TENNECO INC [TEN] 3. Date of Earliest Transaction (Month/Day/Year) 01/21/2006				Issuer  (Check all applicable)  Director 10% Owner _X Officer (give title Other (specify below)  Senior Vice President			
MONROE, MI 49201							Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Da		Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/21/2006		J <u>(1)</u>	5,500	A	\$ 0	18,466	D		
Common	01/21/2006		F(2)	1,675	D	\$ 20.29	16,791	D		

5,500

D

 $J_{(1)}$ 

30,000 (3)

3,999 (4)

20.29

\$0

D

Ι

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

By

401(K).

#### Edgar Filing: BAUER BRENT J - Form 4

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration ble Date	Title Number			
						Exercisable					
				$\alpha$ 1 $\alpha$	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BAUER BRENT J ONE INTERNATIONAL DRIVE MONROE, MI 49201

Senior Vice President

# **Signatures**

/s/ Timothy R. Donovan, Attorney-in-fact for Brent J. 01/24/2006 Bauer

> \*\*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 vesting of restricted stock, which is now being reported as non-restricted stock.
- Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligation in connection with the vesting of **(2)** restricted stock described above.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(K) Plan (the Plan Shares).

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.

Reporting Owners 2

9. Nu Deriv Secu Bene

Own Follo Repo Trans Insti