

TENNECO INC
Form 4
May 24, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 Address of Reporting Person *
MACHER FRANK E

(Last) (First) (Middle)

C/O COLLINS & AIKMAN, 250
STEPHENSON HWY

(Street)

TROY, MI 48083

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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
Common Stock	05/22/2007		M ⁽¹⁾		2,500	A	\$ 5.75
					9,304		
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A	\$ 3.66
					14,304		
Common Stock	05/22/2007		M ⁽¹⁾		10,000	A	\$ 1.57
					24,304		
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A	\$ 3.77
					29,304		
Common Stock	05/22/2007		M ⁽¹⁾		5,000	A	\$ 8.68
					34,304		

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Common Stock	05/22/2007		M ⁽¹⁾	5,000	A	\$ 16	39,304	D
Common Stock	05/22/2007		S	32,500	D	\$ 31.8923	6,804	D

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

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(9-02)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (right to buy)	\$ 5.75	05/22/2007		M ⁽²⁾	2,500	01/11/2001 07/11/2010	Common Stock	2,500	
Director Stock Options (right to buy)	\$ 3.66	05/22/2007		M ⁽²⁾	5,000	07/09/2001 01/09/2011	Common Stock	5,000	
Director Stock Options (right to buy)	\$ 1.57	05/22/2007		M ⁽²⁾	10,000	06/05/2002 12/05/2011	Common Stock	10,000	
Director Stock Options (right to buy)	\$ 3.77	05/22/2007		M ⁽²⁾	5,000	07/21/2003 01/21/2013	Common Stock	5,000	
Director Stock Options	\$ 8.68	05/22/2007		M ⁽²⁾	5,000	07/20/2004 01/20/2014	Common Stock	5,000	

(right to buy)

Director Stock

Options	\$ 16	05/22/2007		M ⁽²⁾	5,000	07/17/2005	01/17/2012	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACHER FRANK E C/O COLLINS & AIKMAN 250 STEPHENSON HWY TROY, MI 48083		X		

Signatures

/s/ James D. Harrington, Attorney-in-fact for Frank E. Macher

05/24/2007

__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) Shares received upon exercise of Director Stock Options
- (2) Exercise of Director Stock Options
- (3) Reflects stock options granted pursuant to Rule 16b-3

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.