

TENNECO INC  
Form 4  
February 16, 2006

**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 \*  
FRISSORA MARK P

(Last) (First) (Middle)  
500 NORTH FIELD DRIVE  
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2006

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)  
Chairman, CEO and President

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	02/16/2006		M <sup>(1)</sup>		108,333	A	\$ 8.56
Common Stock	02/16/2006		M <sup>(1)</sup>		166,667	A	\$ 1.57
Common Stock	02/16/2006		M <sup>(1)</sup>		125,000	A	\$ 3.77
Common Stock	02/16/2006		S		400,000	D	\$ 21.76
Common Stock					195,000	D	<sup>(2)</sup>

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Common Stock	300	I	By child of reporting person
Common Stock	12,016 <sup>(3)</sup>	I	By 401(K).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 8.56	02/16/2006		M <sup>(4)</sup>	108,333	11/05/2000	11/05/2009	Common Stock	108,333
Employee Stock Option (Right to Buy)	\$ 8.56					11/05/2001	11/05/2009	Common Stock	125,000
Employee Stock Option (Right to Buy)	\$ 8.56					11/05/2002	11/05/2009	Common Stock	125,000
Employee Stock Option (Right to Buy)	\$ 1.57	02/16/2006		M <sup>(4)</sup>	83,333	12/05/2003	12/05/2011	Common Stock	83,333
Employee Stock	\$ 1.57	02/16/2006		M <sup>(4)</sup>	83,334	12/05/2004	12/05/2011	Common Stock	83,334

