TENNECO INC Form 4 January 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NAIR HARI N			2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
AV. DU BOURGETLAAN, 50		AN, 50	(Month/Day/Year) 01/20/2007	Director 10% Owner _X Officer (give title Other (specify below) Exec. VP and M. Dir. Eur.			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BRUSSELS, C9 B-1130				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	equired Disposed of or Repeticially Owned			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/20/2007		Code V $J_{(1)}$	Amount 18,000	(D)	Price \$ 0	25,527	D	
Common Stock	01/20/2007		F(2)	5,312	D	\$ 26.23	20,215	D	
Common Stock	01/20/2007		<u>J(1)</u>	18,000	D	\$ 0	28,000 (3)	D	
Common Stock							4,229 (4)	I	By 401(K)

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

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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. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
					Date	Expiration Date		mber		
					Exercisable		Title Number of	illoci		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NAIR HARI N AV. DU BOURGETLAAN, 50 BRUSSELS, C9 B-1130

Exec. VP and M. Dir. Eur.

Signatures

/s/Timothy R. Donovan, Attorney-in-fact for Hari N. Nair

01/23/2007

**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) Reflects vesting of restricted stock, which is now being reported as non-restricted stock
- (2) Reflects disposition of shares to the Issuer in form of share withholding to satisfy tax obligation in connection with the vesting of restricted stock.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(k) Plan (the "Plan Shares"). The Plan Shares reported as owned by Reporting Person on his last report may not equal the Plan Shares reported herein as being owned at the end of the period covered by this report.

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.

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