Edgar Filing: TENNECO AUTOMOTIVE INC - Form 4

| TENNECO A Form 4 June 02, 2005 | AUTOMOTIVE | INC | | | | | | | | | |
|--|--|---|-------------------------------------|--|---|------------------|---|--|---|--|--|
| FORM | UNITED | | PPROVAL 3235-0287 | | | | | | | | |
| Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b). | er STATE 5. Filed pu ^s Section 17 | Expires: Estimated a burden hou response | irs per | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| PORTER ROGER B Syn | | | | Name and ' | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| GOVERNM | (First) ENNEDY SCHO ENT, HARVAJ EY, 79 JFK STF | RD | 3. Date of (Month/Da 06/01/20 | • | nsaction | | X Director Officer (give below) | e title 10% Oth below) | 6 Owner er (specify | | |
| | (Street) 4. If Amer Filed(Mon | | | | e Original | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CAMBRIDO | GE, MA 02138 | | | | | | Form filed by Person | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | ecurities A | cquired, Disposed o | of, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | Security (Month/Day/Year) Executi (Instr. 3) any | | emed on Date, if Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit nAcquired Disposed (Instr. 3, 4 | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | | | | Code V | Amount | or (D) Pric | (Instr. 3 and 4) | D | | | |
| Reminder: Repo | ort on a separate lin | e for each c | ass of secu | rities benefic | cially owne | d 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.

 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. Transa Code (Instr. | | | of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) [Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pric Deriva Securi (Instr. | |
|---|---|---|---|---------------------------------|---|-----|--|---------------------|---|-----------------|--|-------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Equivalent Units | \$ 0 <u>(1)</u> | 06/01/2005 | | А | | 217 | | (2) | (2) | Common Stock | 217 | \$ 13 |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| PORTER ROGER B JOHN F. KENNEDY SCHOOL OF GOVERNMENT HARVARD UNIVERSITY, 79 JFK STREET CAMBRIDGE, MA 02138 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Timothy R. Donovan, Attorney-in-fact for Roger B. Porter | | 06/02/200 | 05 | | | |
| <u>**</u> 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) 1-for-1
- (2) 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 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.