

TENNECO INC  
Form 4  
March 08, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sherrill Gregg M

(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)  
03/07/2017

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/07/2017                              |                                                             | M <sup>(1)</sup>                        | V Amount (A) or (D) Price<br>9,578 A \$<br>29.83                        | 249,634                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/07/2017                              |                                                             | S <sup>(1)</sup>                        | 246 D \$ 64.5                                                           | 249,388                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/07/2017                              |                                                             | S <sup>(1)</sup>                        | 9,332 D \$<br>(2) 64.25                                                 | 240,056                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 73,976 <sup>(3)</sup>                                                                                              | D                                                                    |                                                                   |

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

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                |       |
|--------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                    | Director      | 10% Owner | Officer        | Other |
| Sherrill Gregg M<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 | X             |           | Chairman & CEO |       |

## Signatures

/s/ James D. Harrington, Attorney-in-fact for Gregg M. Sherrill

03/08/2017

          \*\*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 cashless exercise of stock options which were granted pursuant to Rule 16b-3.

(2) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$64.25 and \$64.29 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

(3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

(4)

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The stock options exercised by the Reporting Person vested in three equal installments on January 18, 2013, January 18, 2014 and January 18, 2015.

(5) 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.