

TRAMMELL KENNETH R
Form 4/A
February 13, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAMMELL KENNETH R

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)
500 NORTH FIELD DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President and CFO

LAKE FOREST, IL 60045

4. If Amendment, Date Original Filed (Month/Day/Year)
01/20/2009

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/15/2009		J(1)	4,667 A \$ 0	39,454	D	
Common Stock	01/15/2009		F(2)	1,667 D \$ 2.3	37,787	D	
Common Stock	01/15/2009		J(1)	4,667 D \$ 0	22,333 (3) (4)	D	
Common Stock	01/16/2009		J(1)	9,000 A \$ 0	46,787	D	
Common Stock	01/16/2009		F(2)	3,214 D \$ 2.25	43,573	D	

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Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligation in connection with vesting of restricted stock described above.

- (3) Reflects recalculation of restricted shares of Common Stock owned by the Reporting Person after the vesting of restricted stock from the Form 4 filed on January 20, 2009 and from the Form 4 filed on January 22, 2009.
- (4) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (5) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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