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TENNECO I Form 4 January 17, 2											
FORM	4							OMB APPROVAL			
	UNITED STA	Washington, D.C. 20549						OMB Number:	3235-0287		
Check thi if no long	or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19						Expires:	January 31, 2005		
subject to Section 1	6.							Estimated average burden hours per			
Form 4 or Form 5								response	. 0.5		
obligatior may conti	¹⁸ Section $17(a)$ of						-	n			
See Instru		(h) of the In	vestment	Compan	y Act	of 19	40				
1(b).											
(Print or Type R	Responses)										
							f Reporting Per	Reporting Person(s) to			
WARNER J	Symbol TENNE		TENI			Issuer					
(Last)	(Last) (First) (Middle) 3. Date of Earliest Transaction					(Chee	(Check all applicable)				
(Lust)	Day/Year)				X_ Director10% Owner						
	OOL WORKS, 3600 E AVENUE	01/16/2	01/16/2013				Officer (give title Other (specify below) below)				
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	nth/Day/Year))			Applicable Line) _X_ Form filed by One Reporting Person						
GLENVIEW	V, IL 60026						Form filed by I Person				
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any	Deemed cution Date, if onth/Day/Year)	Code	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D))	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	01/16/2013		A <u>(1)</u>	2,483	А	\$0	2,483 <u>(1)</u>	D			
Common Stock							18,262	D			

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

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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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

WARNER JANE L ILLINOIS TOOL WORKS 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Signatures

/s/ James D. Harrington, Attorney-in-fact for Jane L. Warner

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Director

Х

** 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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3, all of which vest on the six month anniversary of the grant date.

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.

01/17/2013 Date