

Edgar Filing: TENNECO AUTOMOTIVE INC - Form 8-K

TENNECO AUTOMOTIVE INC
Form 8-K
January 13, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 13, 2005

TENNECO AUTOMOTIVE INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

1-12387
(Commission
File Number)

76-0515284
(I.R.S. Employer of
Incorporation
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS 60045
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry Into a Material Definitive Agreement

Tenneco Automotive Inc. is filing this Current Report on Form 8-K to file the following forms of agreements that the company has adopted for use from time to time in making equity and equity-based awards to its employees pursuant to the company's long-term compensation program: (i) form of Stock Equivalent Unit Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (ii) form of employee Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (iii) form of non-employee director Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (iv) form of Restricted Stock Award Agreement for employees under the 2002 Long-Term Incentive Plan, as amended, and (v) form of Restricted Stock Award Agreement for non-employee directors under the 2002 Long-Term Incentive Plan, as amended. Copies of these documents are filed as Exhibits 99.1 through 99.5 to this Current Report on Form 8-K, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No. -----	Description -----
99.1	Form of Stock Equivalent Unit Award Agreement under the 2002 Long-Term Incentive Plan, as amended.
99.2	Form of employee Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended.
99.3	Form of non-employee director Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended.
99.4	Form of Restricted Stock Award Agreement for employees under the 2002 Long-Term Incentive Plan, as amended.
99.5	Form of Restricted Stock Award Agreement for non-employee directors under the 2002 Long-Term Incentive Plan, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENNECO AUTOMOTIVE INC.

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Date: January 13, 2005

By: /s/ Kenneth R. Trammell

Kenneth R. Trammell
Senior Vice President and
Chief Financial Officer