

TENNECO AUTOMOTIVE INC  
 Form 4  
 January 19, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 DONOVAN TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol  
 TENNECO AUTOMOTIVE 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)  
 01/17/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. VP and Gen. Counsel

LAKE FOREST, IL 60045

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

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)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 01/17/2005                           |  | A <sup>(1)</sup>               | 18,000 A \$ 16  | 46,000  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 16,530  | D  |                                   |

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

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SEC 1474 (9-02)

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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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 16  | 01/17/2005                           |  | A <sup>(2)</sup>               | 6,000   | 01/17/2006 01/17/2012                                    | Common Stock  | 6,000                         |
| Stock Options (Right to Buy)               | \$ 16  | 01/17/2005                           |  | A <sup>(2)</sup>               | 6,000   | 01/17/2007 01/17/2012                                    | Common Stock  | 6,000                         |
| Stock Options (Right to Buy)               | \$ 16  | 01/17/2005                           |  | A <sup>(2)</sup>               | 6,000   | 01/17/2008 01/17/2012                                    | Common Stock  | 6,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| DONOVAN TIMOTHY R<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 |               |           | Exec. VP and Gen. Counsel |       |

## Signatures

/s/ Timothy R.  
Donovan

01/19/2005

\*\*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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

(2) The Stock Options were granted to the Reporting Person pursuant to Rule 16b-3.

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