

Smith Brandon B.  
Form 3  
October 20, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Smith Brandon B.</p> <p>(Last) (First) (Middle)</p> <p>500 N. FIELD DRIVE</p> <p>(Street)</p> <p>LAKE FOREST, IL 60045</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/11/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Interim General Counsel*</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,661	D	^
Common Stock	571 <sup>(1)</sup>	D	^
Common Stock	1,502 <sup>(2)</sup>	D	^
Common Stock	1,518 <sup>(3)</sup>	D	^
Common Stock	992	I	By 401(k) <sup>(4)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Smith Brandon B. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Acquire)	Â (5)	03/31/2020	Common Stock	388	\$ 38.9	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	01/14/2021	Common Stock	876	\$ 56.23	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Brandon B. 500 N. FIELD DRIVE LAKE FOREST, IL 60045	Â	Â	Â Interim General Counsel*	Â

## Signatures

/s/ Brandon B. Smith 10/20/2017

                 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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. The restricted stock reflected above becomes vested on February 4, 2018.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3. The restricted stock reflected above will vest 751 shares on February 3, 2018 and 751 shares on February 3, 2019.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3. The restricted stock reflected above will vest 506 shares on February 1, 2018, 506 shares on February 1, 2019 and 506 shares on February 1, 2020.
- (4) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one-third of which vested on each of the first three anniversaries of the grant date. All of the stock options reflected above have become vested.

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### Remarks:

\*Â andÂ CorporateÂ Secretary

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.