

SCHNELDER RICHARD P  
 Form 4  
 September 13, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 SCHNELDER RICHARD P

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)  
 09/09/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 S. VP - Global Admin.

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	09/09/2005		M <sup>(1)</sup>			2,400	A	\$ 8.56	37,540	D	
Common Stock	09/09/2005		M <sup>(1)</sup>			5,000	A	\$ 3.77	42,540	D	
Common Stock	09/09/2005		S			7,400	D	\$ 18.5124	35,140	D	
Common Stock	09/12/2005		M <sup>(1)</sup>			9,200	A	\$ 3.77	44,340	D	
Common Stock	09/12/2005		S			9,200	D	\$ 18.5035	35,140	D	

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Common Stock 29,500 (2) D

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

**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.** SEC 1474 (9-02)

**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.56	09/09/2005		M <sup>(3)</sup>	2,400		11/05/2002	11/05/2009	Common Stock	2,400
Employee Stock Option (Right to Buy)	\$ 3.77	09/09/2005		M <sup>(3)</sup>	5,000		01/21/2004	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77						01/21/2005	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77						01/21/2006	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77	09/12/2005		M <sup>(3)</sup>	5,000		01/21/2004	01/21/2013	Common Stock	5,000

