

Smith Brandon B.  
Form 4  
February 06, 2018

**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 \*  
Smith Brandon B.

2. Issuer Name and Ticker or Trading Symbol  
TENNECO 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)  
02/03/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Interim General 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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock                    | 02/03/2018                           |  | J <sup>(1)</sup>               | 751   | A          | \$ 0               | 3,659   | D  |                                   |
| Common Stock                    | 02/03/2018                           |  | F <sup>(2)</sup>               | 392   | D          | \$ 56.11           | 3,267   | D  |                                   |
| Common Stock                    | 02/03/2018                           |  | J <sup>(1)</sup>               | 751   | D          | \$ 0               | 2,334 <sup>(3)</sup>  | D  |                                   |
| Common Stock                    | 02/04/2018                           |  | J <sup>(1)</sup>               | 571   | A          | \$ 0               | 3,838   | D  |                                   |
| Common Stock                    | 02/04/2018                           |  | F <sup>(2)</sup>               | 298   | D          | \$ 56.11           | 3,540   | D  |                                   |

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|              |            |                  |     |   |      |                      |   |           |
|--------------|------------|------------------|-----|---|------|----------------------|---|-----------|
| Common Stock | 02/04/2018 | J <sup>(1)</sup> | 571 | D | \$ 0 | 1,763 <sup>(3)</sup> | D |           |
| Common Stock |            |                  |     |   |      | 1,023 <sup>(4)</sup> | I | By 401(k) |

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.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |   |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships  |
|--|--|
| Smith Brandon B.<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 | Director   10% Owner   Officer   Other<br><br>Interim General Counsel* |

## Signatures

/s/ Brandon B. Smith                      02/06/2018

\*\*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 vesting of restricted stock granted to the Reporting Person pursuant to Rule 16b-3, which is now being reported as non-restricted stock.

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- (2) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the vesting of restricted stock.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

### **Remarks:**

\* and Corporate Secretary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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