

TENNECO INC
Form SC 13G/A
February 16, 2010

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

SCHEDULE 13G
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Tenneco Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

880349105
(CUSIP Number)

December 31, 2009
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 880349105

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Page 2 of 15 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Advisors LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 1,946,985 shares |
| | 7. | SOLE DISPOSITIVE POWER 0 |
| | 8. | SHARED DISPOSITIVE POWER See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.3%1
 12. TYPE OF REPORTING PERSON
IA;2 OO; HC

¹ The percentages reported in this Schedule 13G/A are based upon 59,393,593 shares of Common Stock outstanding (composed of (i) 47,393,593 shares of Common Stock outstanding as of October 30, 2009 (according to the Form

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10-Q filed by the issuer on November 6, 2009), plus (ii) 12,000,000 shares of Common Stock reported to be issued by the issuer on November 24, 2009 in a Form 8-K filed by the issuer on November 24, 2009).

2 Citadel Advisors LLC became a registered investment adviser effective as of January 8, 2010.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Holdings II LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
1,946,985 shares
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
See Row 6 above.
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3.3%
12. TYPE OF REPORTING PERSON
PN; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Derivatives Trading Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
1,946,985 shares
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
See Row 6 above.
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
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3.3%
12. TYPE OF REPORTING PERSON
CO

CUSIP NO. 880349105

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Global Equities Master Fund Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- | | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 1,946,985 shares |
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CO

CUSIP NO. 880349105

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PioneerPath Capital Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
 5. SOLE VOTING POWER
0
 6. SHARED VOTING POWER
1,946,985 shares
 7. SOLE DISPOSITIVE POWER
0
 8. SHARED DISPOSITIVE POWER
See Row 6 above.
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3.3%
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CO
-

CUSIP NO. 880349105

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Securities LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
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CERTAIN SHARES
o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.3%
 12. TYPE OF REPORTING PERSON
OO; BD

CUSIP NO. 880349105

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Holdings I LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
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3.3%
 12. TYPE OF REPORTING PERSON
PN; HC

CUSIP NO. 880349105

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group II, L.L.C.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
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3.3%
 12. TYPE OF REPORTING PERSON
OO; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth Griffin
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen
- | | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 1,946,985 shares |
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| | 8. | SHARED DISPOSITIVE POWER See Row 6 above. |
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CERTAIN SHARES
o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.3%
 12. TYPE OF REPORTING PERSON
IN; HC

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Item Name of Issuer

1(a)

Tenneco Inc.

Item Address of Issuer's Principal Executive Offices

1(b)

550 North Field Drive, Lake Forest, Illinois 60045

Item Name of Person Filing

2(a)

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC (“Citadel Advisors”), Citadel Holdings II LP (“CH-II”), Citadel Derivatives Trading Ltd. (“CDT”), Citadel Global Equities Master Fund Ltd. (“CG”), PioneerPath Capital Ltd. (“PPC”), Citadel Securities LLC (“Citadel Securities”), Citadel Holdings I LP (“CH-I”), Citadel Investment Group II, L.L.C. (“CIG-II”) and Mr. Kenneth Griffin (collectively with Citadel Advisors, CH-II, CDT, CG, PPC, Citadel Securities, CH-I and CIG-II, the “Reporting Persons”) with respect to shares of Common Stock of the above-named issuer (and/or options to purchase such shares) owned by CDT, CG, Citadel Securities and certain segregated accounts.³

Citadel Advisors is the investment manager for CG, PPC and certain segregated accounts, and the portfolio manager for CDT. CH-II is the managing member of Citadel Advisors. CH-I is the non-member manager of Citadel Securities. CIG-II is the general partner of CH-I and CH-II. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CIG-II.

Item Address of Principal Business Office

2(b)

The address of the principal business office of each of the Reporting Persons is c/o Citadel Investment Group, L.L.C., 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

Item 2(c)

Citizenship

Each of Citadel Advisors, Citadel Securities and CIG-II is organized as a limited liability company under the laws of the State of Delaware. Each of CH-II and CH-I is organized as a limited partnership under the laws of the State of Delaware. Each of CG, CDT and PPC is organized as a limited company under the laws of the Cayman Islands. Mr. Griffin is a U.S. citizen.

Item Title of Class of Securities

2(d)

Common Stock, \$0.01 par value

Item CUSIP Number

2(e)

880349105

³This Schedule 13G/A amends a Schedule 13G filed on November 9, 2009 by Citadel Limited Partnership, the Reporting Persons named above and certain other affiliated parties.

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Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4

Ownership

- (a) The Reporting Persons may be deemed to beneficially own 1,946,985 shares of Common Stock.
- (b) The number of shares the Reporting Persons may be deemed to beneficially own constitutes approximately 3.3% of the Common Stock outstanding.
- (c) Number of shares as to which the Reporting Persons have:
- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 1,946,985
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 1,946,985

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Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent on Behalf of Another Person
Not Applicable

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

See Item 2 above

Item 8 Identification and Classification of Members of the Group
Not Applicable

Item 9 Notice of Dissolution of Group
Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 16th day of February, 2010.

CITADEL ADVISORS LLC

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL HOLDINGS II LP

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized
Signatory

CITADEL DERIVATIVES TRADING LTD.

By: Citadel Advisors LLC,
its Portfolio Manager

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL GLOBAL EQUITIES MASTER FUND LTD.

By: Citadel Advisors LLC,
its Investment Manager

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

PIONEERPATH CAPITAL LTD.

By: Citadel Advisors LLC,
its Portfolio Manager

By: Citadel Holdings II LP,

its Managing Member

By: Citadel Investment Group II,
L.L.C.,

CITADEL SECURITIES LLC

By: Citadel Holdings I LP,
its Non-Member Manager

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel

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its General Partner

John C. Nagel, Authorized
Signatory

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

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CITADEL HOLDINGS I LP

CITADEL INVESTMENT GROUP II, L.L.C.

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized
Signatory

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

KENNETH GRIFFIN

By: /s/ John C. Nagel
John C. Nagel, attorney-in-fact*

*John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.
