

TENNECO AUTOMOTIVE INC
Form 4
March 02, 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 *
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)
03/01/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	03/01/2005		M ⁽¹⁾		56,667	A	\$ 1.57	73,197	D
Common Stock	03/01/2005		M ⁽¹⁾		25,000	A	\$ 2.1	98,197	D
Common Stock	03/01/2005		M ⁽¹⁾		36,667	A	\$ 3.77	134,864	D
Common Stock	03/01/2005		S ⁽¹⁾		118,334	D	\$ 14.9163	16,530	D
Common Stock								46,000 ⁽²⁾	D

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

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(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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 1.57	03/01/2005		<u>M</u> ⁽¹⁾		20,001		12/05/2003	12/05/2011	Common Stock	20,001
Employee Stock Option (Right to Buy)	\$ 1.57	03/01/2005		<u>M</u> ⁽¹⁾		36,666		12/05/2004	12/05/2011	Common Stock	36,666
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		<u>M</u> ⁽¹⁾		8,333		12/28/2002	12/28/2011	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		<u>M</u> ⁽¹⁾		8,333		12/28/2003	12/28/2011	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 2.1	03/01/2005		<u>M</u> ⁽¹⁾		8,334		12/28/2004	12/28/2011	Common Stock	8,334
Employee Stock Option	\$ 3.77	03/01/2005		<u>M</u> ⁽¹⁾		18,334		01/21/2004	01/21/2013	Common Stock	18,334

(Right to Buy)

Employee Stock

Option	\$ 3.77	03/01/2005		M ⁽¹⁾	18,333	01/21/2005	01/21/2013	Common Stock	18,333
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(Right to Buy)

Employee Stock

Option	\$ 3.77					01/21/2006	01/21/2013	Common Stock	18,333
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(Right to Buy)

Reporting Owners

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

Signatures

/s/ Timothy R.
Donovan

03/02/2005

 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 exercise of stock options which were granted pursuant to Rule 16b-3 and subsequent sale of the common stock received upon exercise.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (3) Reflects stock options granted pursuant to Rule 16b-3.

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.