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TENNECO INC
Form 8-K
November 14, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2006

TENNECO INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

1-12387
(Commission File
Number)

76-0515284
(I.R.S. Employer of
Incorporation
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS
(Address of Principal Executive Offices)

60045
(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS

Tenneco Inc. has appointed Wells Fargo Bank, N.A. as the transfer agent and registrar for the company's common stock and as rights agent under the company's Rights Agreement, effective as of November 13, 2006. Exhibit 99.1 to this Current Report on Form 8-K is a specimen stock certificate for the company's common stock. Exhibit 99.2 to this Current Report on Form 8-K is Amendment No. 3 to the Company's Rights Agreement. Each exhibit is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No. Description

| | |
|------|--|
| 99.1 | Specimen stock certificate for Tenneco Inc. common stock. |
| 99.2 | Amendment No. 3 to Rights Agreement, dated November 13, 2006, by and between Tenneco Inc. and Wells Fargo Bank, N.A., as Rights Agent. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENNECO INC.

Date: November 14, 2006

By: /s/ Timothy R. Donovan

Timothy R. Donovan
Office of the Chief Executive,
Executive Vice President and
General Counsel