

Edgar Filing: TENNECO INC - Form 8-K

TENNECO INC  
Form 8-K  
December 09, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

Current Report

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

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Date of Report (Date of earliest event reported): December 7, 2005

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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 7, 2005, the Board of Directors of Tenneco Inc. voted to award each non-employee director of the company 3,500 shares of restricted common stock. This award is in lieu of the typical annual award to non-employee directors of an option to purchase up to 5,000 shares of common stock. The restricted stock will vest one year after the date of grant, subject to the director's continued service on the Board.

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: December 9, 2005

By: /s/ Timothy R. Donovan

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Timothy R. Donovan  
Executive Vice President and  
General Counsel