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TENNECO INC  
Form 8-K  
May 11, 2006

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): May 9, 2006

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

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 1-12387<br>(Commission<br>File Number) | 76-0515284<br>(I.R.S. Employer of<br>Incorporation<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS<br>(Address of Principal Executive Offices) | 60045<br>(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

On May 9, 2006, Tenneco Inc. announced the results of the voting at its annual meeting of stockholders. The company's stockholders re-elected Charles W. Cramb, Timothy R. Donovan, M. Kathryn Eickhoff-Smith, Mark P. Frissora, Frank E. Macher, Roger B. Porter, David B. Price, Jr., Dennis G. Severance, Paul T. Stecko, Mitsunobu Takeuchi and Jane L. Warner to the company's board of directors. The directors have been re-elected to serve a term expiring at the 2007 annual meeting of stockholders. Stockholders also ratified the appointment of Deloitte & Touche LLP as independent public accountants for 2006 and approved the Tenneco Inc. 2006 Long-Term Incentive Plan, which is described in the company's proxy statement dated March 27, 2006. A copy of the company's press release, dated May 9, 2006, which is filed as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated herein by reference.

Tenneco also announced that its board of directors elected J. Jeffrey Zimmerman to serve as Tenneco's corporate secretary, replacing Karl Stewart, who is retiring after 20 years as corporate secretary.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit No. | Description                      |
|-------------|----------------------------------|
| -----       | -----                            |
| 99.1        | Press release issued May 9, 2006 |

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: May 10, 2006

By: /s/ Timothy R. Donovan

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Timothy R. Donovan  
Executive Vice President and  
General Counsel