

TENNECO INC  
Form 8-K  
August 08, 2007

**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): August 8, 2007

**TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

1-12387  
(Commission File Number)  
Identification No.)

76-0515284  
(I.R.S. Employer of  
Incorporation

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. is evaluating the possibility of purchasing Delphi's Kettering, Ohio ride control assets as part of Delphi's asset sale under bankruptcy proceedings. As part of the evaluation and purchase negotiation process, Tenneco has entered into an agreement with the International Union of Electrical Workers, which represents the Delphi workforce at the Kettering plant. The agreement with the IUE is subject to ratification by the IUE's rank and file members. In addition, such agreement would become effective only if Tenneco decides to pursue the opportunity and completes the Delphi Kettering asset purchase. Tenneco is still evaluating this opportunity and has not reached a definitive agreement to purchase these assets. Any such purchase would be contingent on Tenneco's successful negotiation of a purchase agreement with Delphi, Tenneco's successful negotiation of several agreements with third parties and bankruptcy court approval.

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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: August 8, 2007

By: /s/ David A. Wardell  
David A. Wardell  
Senior Vice President, General Counsel  
and  
Corporate Secretary