

Item 2.02 Results of Operations and Financial Condition

On February 4, 2010, Tenneco Inc. announced its fourth quarter 2009 results of operations. Exhibit 99.1 to this Current Report on Form 8-K presents the company's press release, including the company's consolidated statements of income, balance sheets and statements of cash flows for the periods ended December 31, 2008 and 2009, as released by the company on February 4, 2010, and such Exhibit is incorporated herein by reference. Exhibit 99.1 also includes information regarding the company's scheduled conference call to discuss the company's results of operations for the fourth quarter of 2009, as well as other matters that may impact the company's outlook.

Item 8.01 Other Events

The company also announced that its Board of Directors has scheduled the company's annual meeting of stockholders for Wednesday, May 12, 2010 at 10:00 a.m. CDT. The meeting will be held at the company's headquarters, 500 North Field Drive, Lake Forest, Illinois. The record date for stockholders to vote is March 15, 2010.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description

99.1 Press release issued February 4, 2010

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: February 4, 2010 By: /s/ Kenneth R. Trammell
Kenneth R. Trammell
Executive Vice President
and Chief Financial Officer