

SCHNELDER RICHARD P  
Form 4  
September 09, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHNELDER RICHARD P

2. Issuer Name and Ticker or Trading Symbol  
TENNECO AUTOMOTIVE INC  
[TEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 NORTH FIELD DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
S. VP - Global Admin.

LAKE FOREST, IL 60045

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/07/2005		M <sup>(1)</sup>	48,500 A \$ 8.56	83,640	D	
Common Stock	09/07/2005		S	48,500 D \$ 18.6209	35,140	D	
Common Stock	09/08/2005		M <sup>(1)</sup>	39,100 A \$ 8.56	74,240	D	
Common Stock	09/08/2005		S	39,100 D \$ 18.5196	35,140	D	
Common Stock					29,500 <sup>(2)</sup>	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 8.56	09/07/2005		M <sup>(3)</sup>	30,000	11/05/2000	11/05/2009	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/07/2005		M <sup>(3)</sup>	18,500	11/05/2001	11/05/2009	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/08/2005		M <sup>(3)</sup>	11,500	11/05/2001	11/05/2009	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 8.56	09/08/2005		M <sup>(3)</sup>	27,600	11/05/2002	11/05/2009	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHNELDER RICHARD P  
500 NORTH FIELD DRIVE

S. VP - Global Admin.

LAKE FOREST, IL 60045

## Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Richard P.  
Schneider

09/09/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares received upon exercise of Employee Stock Options.
- (2) Reflects restricted stock held by Reporting Person.
- (3) Exercise of Employee Stock Options.
- (4) Reflects stock options granted pursuant to Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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