

TENNECO INC  
Form 8-K  
July 31, 2008  
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): July 31, 2008

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

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

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS 60045  
(Address of Principal Executive Offices)   (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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 31, 2008, Tenneco Inc. announced its second quarter 2008 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 June 30, 2007 and 2008, as released by the company on July 31, 2008, 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 second quarter of 2008, as well as other matters that may impact the company's outlook.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.   Description

99.1            Press release issued July 31, 2008

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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: July 31, 2008 By: /s/ Kenneth R. Trammell  
Kenneth R. Trammell  
Executive Vice President and  
Chief Financial Officer