

Edgar Filing: TENNECO AUTOMOTIVE INC - Form 8-K

TENNECO AUTOMOTIVE INC  
Form 8-K  
January 13, 2005

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): January 13, 2005

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

Delaware  
(State or other  
jurisdiction of  
incorporation or  
organization)

1-12387  
(Commission  
File Number)

76-0515284  
(I.R.S. Employer of  
Incorporation  
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 1.01 Entry Into a Material Definitive Agreement

Tenneco Automotive Inc. is filing this Current Report on Form 8-K to file the following forms of agreements that the company has adopted for use from time to time in making equity and equity-based awards to its employees pursuant to the company's long-term compensation program: (i) form of Stock Equivalent Unit Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (ii) form of employee Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (iii) form of non-employee director Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended, (iv) form of Restricted Stock Award Agreement for employees under the 2002 Long-Term Incentive Plan, as amended, and (v) form of Restricted Stock Award Agreement for non-employee directors under the 2002 Long-Term Incentive Plan, as amended. Copies of these documents are filed as Exhibits 99.1 through 99.5 to this Current Report on Form 8-K, and are incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 99.1                 | Form of Stock Equivalent Unit Award Agreement under the 2002 Long-Term Incentive Plan, as amended.                       |
| 99.2                 | Form of employee Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended.                       |
| 99.3                 | Form of non-employee director Stock Option Award Agreement under the 2002 Long-Term Incentive Plan, as amended.          |
| 99.4                 | Form of Restricted Stock Award Agreement for employees under the 2002 Long-Term Incentive Plan, as amended.              |
| 99.5                 | Form of Restricted Stock Award Agreement for non-employee directors under the 2002 Long-Term Incentive Plan, as amended. |

### 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 AUTOMOTIVE INC.

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Date: January 13, 2005

By: /s/ Kenneth R. Trammell

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Kenneth R. Trammell  
Senior Vice President and  
Chief Financial Officer