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TENNECO AUTOMOTIVE INC
Form 8-K
May 25, 2004

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): May 24, 2004

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
(Address of Principal Executive Offices)

60045
(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On May 24, 2004, Tenneco Automotive Inc. announced that the company is not proceeding with its proposed public offering of approximately \$150 million, or 11.9 million shares, of its common stock as previously announced on April 16, 2004. The company also announced that it is withdrawing its tender offer seeking approximately \$130,000,000 aggregate principal amount of its 11 5/8 percent Senior Subordinated Notes due in 2009 (CUSIP Number 880349AA3).

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

| Exhibit No. ----- | Description ----- |
|----------------------|------------------------------------|
| 99.1 | Press release issued May 24, 2004. |

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.

May 24, 2004

By: /s/ Kenneth R. Trammell

Kenneth R. Trammell
Senior Vice President and
Chief Financial Officer