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TENNECO AUTOMOTIVE INC  
Form 8-K  
May 20, 2004

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): May 20, 2004

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

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

|  |                     |
|--|---------------------|
| 500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS<br>(Address of Principal Executive Offices) | 60045<br>(Zip Code) |
|--|---------------------|

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

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On May 20, 2004, Tenneco Automotive Inc. announced that it is amending its previously announced cash tender offer to seek approximately \$130,000,000 aggregate principal amount of its 11-5/8% Senior Subordinated Notes due 2009, rather than the full outstanding \$500,000,000 aggregate principal amount previously sought. The announcement was contained in a press release, a copy of which is filed under Item 7 as Exhibit 99.1 and incorporated herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

| Exhibit No.<br>----- | Description<br>-----               |
|----------------------|------------------------------------|
| 99.1                 | Press release issued May 20, 2004. |

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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 AUTOMOTIVE INC.

Date: May 20, 2004

By: /s/ Kenneth R. Trammell

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Kenneth R. Trammell  
Senior Vice President and  
Chief Financial Officer