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EL PASO CORP/DE  
Form 8-K  
January 08, 2004

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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

DATE OF REPORT: JANUARY 8, 2004  
(DATE OF EARLIEST EVENT REPORTED: JANUARY 5, 2004)

EL PASO CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

1-14365  
(Commission File Number)

76-0568816  
(I.R.S. employer  
identification number)

EL PASO BUILDING  
1001 LOUISIANA  
HOUSTON, TEXAS 77002  
(Address of principal executive offices) (Zip Code)

(713) 420-2600  
(Registrant's telephone number,  
including area code)

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Item 5. Other Events

On January 5, 2004, we entered into an Underwriting Agreement with J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc. relating to the offering and sale (the "Offering") by El Paso of up to 8,790,436 shares of common stock, par value \$3.00 per share, of El Paso. On January 6, 2004, we filed a Prospectus Supplement relating to the Offering, dated January 6, 2004, to the Prospectus dated February 27, 2002 (the "Prospectus"), included as part of the Registration Statement on Form S-3 of El Paso (File Nos. 333-82412, 333-82412-01 and 333-82412-02) (the "Registration Statement").

A copy of an agreement and opinion related to the Offering are attached hereto and are incorporated by reference in their entirety into the Registration Statement.

Item 7. Exhibits.

(c) Exhibits.

1 Underwriting Agreement, dated January 5, 2004, among El Paso and J.P.

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Morgan Securities Inc. and Deutsche Bank Securities Inc. in connection with the offer and sale of up to 8,790,436 shares of Common Stock.

- 5 Opinion of Locke Liddell & Sapp LLP regarding the legality of the Common Stock.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 8, 2004

EL PASO CORPORATION

/s/ Jeffrey I. Beason

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Jeffrey I. Beason  
Senior Vice President and Controller  
(Principal Accounting Officer)

EXHIBIT INDEX

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- 5 Opinion of Locke Liddell & Sapp LLP regarding the legality of the Common Stock.