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EL PASO CORP/DE
Form POS AM
August 20, 2003

As filed with the Securities and Exchange Commission on August 20, 2003
Registration No. 333-61536

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
Form S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

El Paso Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

76-0568816
(I.R.S. Employer
Identification No.)

El Paso Corporation
El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2600
(Address, including zip code, and
telephone
number, including area code, of
registrant's
principal executive offices)

Peggy A. Heeg
El Paso Corporation
El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2600
(Name, address, including zip code,
and telephone
number, including area code, of
agent for service)

Copies to:

David F. Taylor
Locke Liddell & Sapp LLP
3400 JPMorgan Chase Tower
600 Travis Street
Houston, Texas 77002
(713) 226-1200

Kelly J. Jameson, Esq.
El Paso Corporation
El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2017

A registration fee was previously calculated and paid in connection
with the filing of this Registration Statement.

The Registrant hereby requests that this Post-Effective Amendment
No. 1 become effective as soon as practicable pursuant to Section 8(c)
of the Securities Act of 1933.

DE-REGISTRATION

This Post-Effective Amendment No. 1 to our Registration Statement
on Form S-3 initially filed on May 24, 2001 and subsequently declared
effective by the Securities and Exchange Commission (No. 333-61536), de-

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registers our Zero Coupon Convertible Debentures Due February 28, 2021 (the "Debentures") and certain shares of our Common Stock. We previously registered pursuant to the Registration Statement up to \$1,766,500,000 aggregate principal amount at maturity of the Debentures and up to 8,456,621 shares of our Common Stock into which the Debentures are convertible for resale by the selling security holders named therein. The offering contemplated by the Registration Statement has terminated by virtue of the sale of the Debentures and the shares or the expiration of our contractual obligation to maintain the effectiveness of the Registration Statement. Pursuant to the undertaking contained in the Registration Statement, we are filing this Post-Effective Amendment No. 1 to de-register such number of Debentures and shares originally registered by the Registration Statement as remain unsold as of the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on August 20, 2003.

EL PASO CORPORATION

By: /s/ Ronald L. Kuehn, Jr.

Ronald L. Kuehn, Jr.
Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes D. Dwight Scott and Peggy A. Heeg, and each of them as attorneys-in-fact with full power of substitution, to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file any and all amendments to this Registration Statement, including any and all post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ----- |
|---|---|-----------------|
| /s/ Ronald L. Kuehn, Jr. ----- Ronald L. Kuehn, Jr. | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) | August 20, 2003 |
| /s/ D. Dwight Scott ----- D. Dwight Scott | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 20, 2003 |
| Jeffrey I. Beason | Senior Vice President | August 20, 2003 |

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| | | |
|---|---|-----------------|
| ----- Jeffrey I. Beason | and Controller (Principal Accounting Officer) | |
| /s/ John M. Bissell ----- John M. Bissell | Director | August 20, 2003 |
| /s/ Juan Carlos Braniff ----- Juan Carlos Braniff | Director | August 20, 2003 |
| /s/ James L. Dunlap ----- James L. Dunlap | Director | August 20, 2003 |
| /s/ Robert W. Goldman ----- Robert W. Goldman | Director | August 20, 2003 |
| /s/ Anthony W. Hall, Jr. ----- Anthony W. Hall, Jr. | Director | August 20, 2003 |
| /s/ J. Carleton MacNeil, Jr. ----- J. Carleton MacNeil, Jr. | Director | August 20, 2003 |
| /s/ Thomas R. McDade ----- Thomas R. McDade | Director | August 20, 2003 |
| /s/ J. Michael Talbert ----- J. Michael Talbert | Director | August 20, 2003 |
| /s/ Malcolm Wallop ----- Malcolm Wallop | Director | August 20, 2003 |
| /s/ John L. Whitmire ----- John L. Whitmire | Director | August 20, 2003 |
| /s/ Joe B. Wyatt ----- Joe B. Wyatt | Director | August 20, 2003 |