

EL PASO CORP/DE
Form 8-K
February 09, 2005

**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:
February 9, 2005

(Date of Earliest Event Reported: February 9, 2005)

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 No.)

El Paso Building
1001 Louisiana Street
Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

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

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))

Item 8.01 Other Events.

On February 9, 2005, El Paso Corporation published notices in the Luxemburger Wort newspaper announcing the pricing information of its tender offer (the “Tender Offer”) relating to its €550,000,000 outstanding principal amount of 5.75 per cent Notes due 2006 (the “Euro Notes”). The price for the Euro Notes in respect of which the offers have been made or will be made and accepted, has been set at €1,032.95 per €1,000 principal amount of such Euro Notes, which is based on a tender spread of 25 basis points over the applicable benchmark rate. The terms and conditions of the Tender Offer are set out in the Tender Offer Memorandum dated January 26, 2005, copies of which may be obtained by holders of the Euro Notes or persons with a beneficial interest in the Euro Notes free of charge from the Dealer Managers, Tender Agent or Luxembourg Agent as listed below. The Tender Offer will expire on February 25, 2005 at 16:00 London time, unless extended.

Dealer Managers

**Bayerische Hypo- und Vereinsbank
AG**

Arabellastrasse 12

81925 Munich

Germany

Attention: Bond Syndicate
(MTC1SY)

Telephone: +49 89 378 15890

Facsimile: +49 89 378 15283

E-mail address:
MRM5CM@HVB.DE

Société Générale

Tour Société Générale

17, cours Valmy

92972 Paris-La Défense

France

Attention: Pierre Lebel

Telephone: +33 1 42 13 7836

Facsimile: +33 1 42 13 7343

E-mail address:
pierre.lebel@sgcib.com

Tender Agent

Citibank, N.A.

5 Carmelite Street

London EC4Y 0PA

United Kingdom

Attention: Tender Offer Desk

Telephone: +44 20 7508 3867

Luxembourg Agent

**BNP Paribas Securities Services,
Luxembourg Branch**

23 Avenue de la Porte Neuve

L-2085 Luxembourg

Attention: Global Corporate Trust

Telephone: +352 26 96 2549 or 2572

Facsimile: +44 20 7508 3866

Facsimile: +352 26 96 9757

E-mail address:
exchange.gats@citigroup.com

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 thereunto duly authorized.

EL PASO CORPORATION

By:

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

Dated: February 9, 2005
