

EL PASO CORP/DE
Form S-8 POS
June 23, 2005

As filed with the Securities and Exchange Commission on June 23, 2005

Registration No. 333-64236

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
(POST-EFFECTIVE AMENDMENT NO. 1)**

**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 Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2131**
(Address, including zip code, of Principal Executive Offices)

**EI PASO CORPORATION
2001 OMNIBUS INCENTIVE COMPENSATION PLAN**
(Full title of the plan)

Robert W. Baker, Esq.
Executive Vice President and General Counsel
**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)

EXPLANATORY STATEMENT

El Paso Corporation (the “Registrant”) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the “Post-Effective Amendment”) to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 29, 2001, File No. 333-64236 (the “2001 S-8”), with respect to shares of the Registrant’s common stock, par value \$3 per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Registrant’s 2001 Omnibus Incentive Compensation Plan (the “2001 Omnibus Plan”). A total of 6,000,000 shares of Common Stock were registered for issuance under the 2001 S-8.

On May 26, 2005, the shareholders of the Registrant approved the 2005 Omnibus Incentive Compensation Plan and the 2005 Compensation Plan for Non-Employee Directors (the “2005 Plans”). No future awards will be made under the 2001 Omnibus Plan. The total number of shares of Common Stock available for grant under the 2001 Omnibus Plan, but not actually subject to outstanding awards, as of June 23, 2005, was 815,801 (the “Excess Shares”). The 815,801 Excess Shares are hereby deregistered. The 2001 S-8 otherwise continues in effect as to the balance of the shares of Common Stock remaining available for offer or sale pursuant thereto.

The Registrant will file two Registration Statements on Form S-8 to register the shares of Common Stock available for offer or sale pursuant to the 2005 Plans (the “2005 S-8s”).

In accordance with Rule 457(p) of the Securities Act of 1933, as amended, this Post-Effective Amendment is hereby filed to carry over the registration fees paid for the 815,801 Excess Shares that were previously registered pursuant to the 2001 S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment on Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 23 day of June 2005.

EL PASO CORPORATION

By: */s/ Douglas L. Foshee*
Douglas L. Foshee
President and Chief Executive Officer

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

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <i>/s/ Douglas L. Foshee</i> Douglas L. Foshee | President, Chief Executive Officer and Director (Principal Executive Officer) | June 23, 2005 |
| <i>/s/ D. Dwight Scott</i> D. Dwight Scott | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 23, 2005 |
| <i>/s/ Jeffrey I. Beason</i> Jeffrey I. Beason | Senior Vice President and Controller (Principal Accounting Officer) | June 23, 2005 |
| <i>/s/ Ronald L. Kuehn, Jr.</i> Ronald L. Kuehn, Jr. | Chairman of the Board | June 23, 2005 |
| <i>/s/ Juan Carlos Braniff</i> Juan Carlos Braniff | Director | June 23, 2005 |

| | | |
|---|----------|---------------|
| <i>/s/ James L. Dunlap</i> James L. Dunlap | Director | June 23, 2005 |
| <i>/s/ Robert W. Goldman</i> Robert W. Goldman | Director | June 23, 2005 |
| <i>/s/ Anthony W. Hall, Jr.</i> Anthony W. Hall, Jr. | Director | June 23, 2005 |
| <i>/s/ Thomas R. Hix</i> Thomas R. Hix | Director | June 23, 2005 |
| <i>/s/ William H. Joyce</i> William H. Joyce | Director | June 23, 2005 |
| <i>/s/ J. Michael Talbert</i> J. Michael Talbert | Director | June 23, 2005 |
| <i>/s/ Robert F. Vagt</i> Robert F. Vagt | Director | June 23, 2005 |
| <i>/s/ John L. Whitmire</i> John L. Whitmire | Director | June 23, 2005 |
| <i>/s/ Joe B. Wyatt</i> Joe B. Wyatt | Director | June 23, 2005 |