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EL PASO CORP/DE
Form 8-K
November 24, 2003

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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: November 24, 2003
(Date of Earliest Event Reported: November 19, 2003)

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. Employ
Identification N

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

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ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On November 19, 2003, 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 November 20, 2003, we filed a Prospectus Supplement relating to the Offering, dated November 20, 2003, 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

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hereto and are incorporated by reference in their entirety into the Registration Statement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---|
| 1 | Underwriting Agreement, dated November 19, 2003, among the Company and J.P. 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. |

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: November 24, 2003

EXHIBIT INDEX

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