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EL PASO CORP/DE  
Form S-3MEF  
January 09, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 9, 2002

REGISTRATION NO. 333-

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

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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)

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)

76-0568816  
(I.R.S. Employer Identification No.)  
PEGGY A. HEEG, ESQ.  
EXECUTIVE VICE PRESIDENT AND  
GENERAL COUNSEL  
EL PASO CORPORATION  
EL PASO BUILDING  
1001 LOUISIANA STREET  
HOUSTON, TEXAS 77002  
(713) 420-2600  
(Name, address, including zip code, and tele  
number,  
including area code, of agent for service

-----  
Copies to:

G. MICHAEL O'LEARY  
ANDREWS & KURTH  
MAYOR, DAY, CALDWELL & KEETON L.L.P.  
600 TRAVIS, SUITE 4200  
HOUSTON, TEXAS 77002  
(713) 220-4200

KELLY J. JAMESON, ESQ.  
EL PASO CORPORATION  
EL PASO BUILDING  
1001 LOUISIANA STREET  
HOUSTON, TEXAS 77002  
(713) 420-2017

-----  
APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time  
to time after the effective date of this Registration Statement, as determined  
in light of market conditions and other factors.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-59704

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE PER UNIT | PROPOSED AGGREGATE PRICE |
|--|-------------------------|--|--------------------------|
| Senior Debt Securities.....                        | \$180,000,000           | \$100%   | \$180,000,000            |

(Footnotes on next page)

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by El Paso Corporation solely to register additional senior debt securities. Pursuant to General Instruction IV, Registration of Additional Securities, of Form S-3, this Registration Statement hereby incorporates by reference the contents of El Paso Corporation's Registration Statement on Form S-3 (No. 333-59704).

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS

All exhibits filed with or incorporated by reference in Registration

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Statement No. 333-59704 are incorporated by reference into, and shall be deemed part of, this registration statement, except for the following, which are filed herewith.

| EXHIBIT<br>----- | EXHIBIT DESCRIPTIONS<br>-----   |
|------------------|---|
| 5.1              | -- Opinion and Consent of Andrews & Kurth Mayor, Day, Caldwell & Keeton, L.L.P.                       |
| 23.1             | -- Consent of PricewaterhouseCoopers LLP  |
| 23.2             | -- Consent of Deloitte & Touche LLP   |
| 23.3             | -- Consent of Huddleston & Co., Inc.  |
| 23.4             | -- Consent of Andrews & Kurth Mayor, Day, Caldwell & Keeton, L.L.P. (included as part of Exhibit 5.1) |

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and 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 January 8, 2002.

EL PASO CORPORATION  
Registrant

By                    /s/ H. BRENT AUSTIN  
-----

H. Brent Austin  
Executive Vice President and  
Chief Financial Officer

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

| SIGNATURE<br>-----   | TITLE<br>-----  | DATE<br>-----     |
|--|---|-------------------|
| <p style="text-align: center;">**<br/>-----<br/>(William A. Wise)</p>                  | <p>Chairman of the Board,<br/>President, Chief Executive<br/>Officer and Director<br/>(Principal Executive<br/>Officer)</p> | <p>January 8,</p> |
| <p style="text-align: center;">/s/ H. BRENT AUSTIN<br/>-----<br/>(H. Brent Austin)</p> | <p>Executive Vice President and<br/>Chief Financial Officer<br/>(Principal Financial<br/>Officer)</p>                       | <p>January 8,</p> |
| <p style="text-align: center;">**<br/>-----<br/>(Jeffrey I. Beason)</p>                | <p>Senior Vice President and<br/>Controller (Principal<br/>Accounting Officer)</p>  | <p>January 8,</p> |
| <p style="text-align: center;">**<br/>-----</p>  | <p>Director</p>   | <p>January 8,</p> |

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|                        |    |          |            |
|------------------------|----|----------|------------|
| (Byron Allumbaugh)     | ** | Director | January 8, |
| -----                  |    |          |            |
| (John M. Bissell)      | ** | Director | January 8, |
| -----                  |    |          |            |
| (Juan Carlos Braniff)  | ** | Director | January 8, |
| -----                  |    |          |            |
| (James F. Gibbons)     | ** | Director | January 8, |
| -----                  |    |          |            |
| (Anthony W. Hall Jr.)  | ** | Director | January 8, |
| -----                  |    |          |            |
| (Ronald L. Kuehn, Jr.) | ** | Director | January 8, |

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| SIGNATURE                 | TITLE    | DATE       |            |
|---------------------------|----------|------------|------------|
| -----                     | -----    | -----      |            |
| **                        | Director | January 8, |            |
| -----                     |          |            |            |
| (J. Carleton MacNeil Jr.) | **       | Director   | January 8, |
| -----                     |          |            |            |
| (Thomas R. McDade)        | **       | Director   | January 8, |
| -----                     |          |            |            |
| (Malcolm Wallop)          | **       | Director   | January 8, |
| -----                     |          |            |            |
| (Joe B. Wyatt)            | **       | Director   | January 8, |

\*\*By: /s/ H. BRENT AUSTIN  
-----  
H. Brent Austin  
Attorney-in-Fact

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EXHIBIT INDEX

EXHIBIT

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