

EL PASO CORP/DE  
Form 8-K  
January 26, 2005

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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:  
**January 26, 2005**

(Date of Earliest Event Reported: January 26, 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 January 26, 2005, El Paso Corporation published a notice in the Luxemburger Wort newspaper announcing its commencement of a cash 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 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  
Facsimile: +44 20 7508 3866  
E-mail address:  
exchange.gats@citigroup.com

**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: +352 26 96 9757

**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: January 26, 2005**

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