

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