

EL PASO CORP/DE  
Form S-8  
November 09, 2009

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As filed with the Securities and Exchange Commission on November 9, 2009

Registration No. 333-

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

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FORM S-8

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  
(Address of Principal Executive Offices)

77002  
(Zip Code)

EI PASO CORPORATION  
2005 OMNIBUS INCENTIVE COMPENSATION PLAN  
(as amended and restated)  
(Full title of the plan)

Robert W. Baker  
Executive Vice President and General Counsel  
El Paso Building  
1001 Louisiana Street  
Houston, Texas 77002  
(Name and address of agent for service)

(713) 420-2600  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
company

Accelerated filer

Non-accelerated filer

Smaller reporting

(Do not check if a smaller reporting company)

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## CALCULATION OF REGISTRATION FEE

| Title of Securities<br>to be Registered     | Amount to be<br>Registered (1) | Proposed<br>Maximum<br>Offering<br>Price<br>Per Share (2) | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price (2) | Amount of<br>Registration<br>Fee |
|---|--------------------------------|---|---|----------------------------------|
| Common Stock, par value \$3.00 per<br>share | 12,500,000<br>shares           | \$9.71  | \$121,375,000   | \$6,772.73                       |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares which may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the El Paso Corporation 2005 Omnibus Incentive Compensation Plan, as amended and restated.

(2) Pursuant to Rule 457(c) and 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and the low prices of the Registrant's Common Stock on November 3, 2009, as reported on the New York Stock Exchange, which was \$9.71 per share.

EXPLANATORY STATEMENT

This Registration Statement on Form S-8 registers 12,500,000 additional shares of common stock, par value \$3.00 per share, of El Paso Corporation, the same class of stock for which Registration Statement No. 333-126599 was filed on Form S-8 on July 14, 2005 relating to the El Paso Corporation 2005 Omnibus Incentive Compensation Plan. The contents of such earlier Registration Statement are incorporated by reference herein.

PART II  
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

| Exhibit<br>Number | Description  |
|-------------------|--|
| 5.1+              | Validity Opinion of Bracewell & Giuliani LLP.  |
| 23.1+             | Consent of Bracewell & Giuliani LLP (included in Exhibit 5.1).   |
| 23.2+             | Consent of Ernst & Young LLP.  |
| 23.3+             | Consent of PricewaterhouseCoopers LLP.   |
| 23.4+             | Consent of Ryder Scott Company, L.P.   |
| 24.1+             | Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement).   |
| 99.1              | El Paso Corporation 2005 Omnibus Incentive Compensation Plan, as amended and restated, effective as of May 6, 2009 (Exhibit 10.A to our Current Report on Form 8-K filed with the SEC on May 6, 2009). |

+ Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 9th day of November 2009.

EL PASO CORPORATION

By: /s/ Douglas L. Foshee  
Douglas L. Foshee  
Chairman of the Board, President  
and Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Robert W. Baker, D. Mark Leland and Marguerite N. Woung-Chapman, and each of them as attorneys-in-fact with full power of substitution and resubstitution, to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file, any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might and could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 as indicated as of November 9, 2009.

Signature

Title

/s/ Douglas L. Foshee  
Douglas L. Foshee

Chairman of the Board, President and Chief  
Executive Officer  
(Principal Executive Officer)

|   |  |
|---|--|
| <i>/s/ D. Mark Leland</i><br>D. Mark Leland             | Executive Vice President and Chief Financial<br>Officer<br>(Principal Financial Officer) |
| <i>/s/ John R. Sult</i><br>John R. Sult                 | Senior Vice President and Controller<br>(Principal Accounting Officer)                   |
| <i>/s/ J. Michael Talbert</i><br>J. Michael Talbert     | Lead Director  |
| <i>/s/ Juan Carlos Braniff</i><br>Juan Carlos Braniff   | Director   |
| <i>/s/ James L. Dunlap</i><br>James L. Dunlap           | Director   |
| <i>/s/ Robert W. Goldman</i><br>Robert W. Goldman       | Director   |
| <i>/s/ Anthony W. Hall, Jr.</i><br>Anthony W. Hall, Jr. | Director   |
| <i>/s/ Thomas R. Hix</i><br>Thomas R. Hix               | Director   |
| <i>/s/ Ferrell P. McClean</i><br>Ferrell P. McClean     | Director   |

/s/ Steven J. Shapiro  
Steven J. Shapiro

Director

/s/ Robert F. Vagt  
Robert F. Vagt

Director

/s/ John L. Whitmire  
John L. Whitmire

Director

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Exhibit Index

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