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EL PASO CORP/DE  
Form POS AM  
November 21, 2003

As filed with the Securities and Exchange Commission on November 21, 2003  
Registration No. 333-61536

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

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Post-Effective Amendment No. 2  
to  
Form S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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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.)

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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)

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Peggy A. Heeg  
El Paso Corporation  
El Paso Building  
1001 Louisiana Street  
Houston, Texas 77002  
(713) 420-2600  
(Name, address, including zip code,  
and telephone  
number, including area code, of  
agent for service)

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Copies to:

David F. Taylor  
Locke Liddell & Sapp LLP  
3400 JPMorgan Chase Tower  
600 Travis Street  
Houston, Texas 77002  
(713) 226-1200

Kelly J. Jameson, Esq.  
El Paso Corporation  
El Paso Building  
1001 Louisiana Street  
Houston, Texas 77002  
(713) 420-2017

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A registration fee was previously calculated and paid in connection  
with the filing of this Registration Statement.

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The Registrant hereby requests that this Post-Effective Amendment  
No. 1 become effective as soon as practicable pursuant to Section 8(c)  
of the Securities Act of 1933.

DE-REGISTRATION

The purpose of this Post-Effective Amendment No. 2 to our  
Registration Statement on Form S-3 initially filed on May 24, 2001 and  
subsequently declared effective by the Securities and Exchange

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Commission (No. 333-61536), is to amend the Company's Post-Effective Amendment No. 1 filed on August 20, 2003.

Post-Effective Amendment No. 1 was filed to de-register our Zero Coupon Convertible Debentures Due February 28, 2021 (the "Debentures") and certain shares of our Common Stock. We previously registered pursuant to the Registration Statement up to \$1,766,500,000 aggregate principal amount at maturity of the Debentures and up to 8,456,621 shares of our Common Stock into which the Debentures are convertible for resale by the selling security holders named therein. The offering contemplated by the Registration Statement has terminated by virtue of the sale of the Debentures and the shares or the expiration of our contractual obligation to maintain the effectiveness of the Registration Statement.

Pursuant to the undertaking contained in the Registration Statement, we are filing this Post-Effective Amendment No. 2 to de-register \$ 663,280,000 aggregate principal amount at maturity of Debentures and 3,175,249 shares of Common Stock originally registered by the Registration Statement that remain unsold as of the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 21, 2003.

EL PASO CORPORATION

By: /s/ Douglas L. Foshee

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Douglas L. Foshee  
Chief Executive Officer and  
President

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated.

| Signature<br>-----                                  | Title<br>-----   | Date<br>-----     |
|---|--|-------------------|
| /s/ Douglas L. Foshee<br>-----<br>Douglas L. Foshee | Chief Executive Officer,<br>President and<br>Director<br>(Principal Executive<br>Officer)      | November 21, 2003 |
| /s/ D. Dwight Scott<br>-----<br>D. Dwight Scott     | Executive Vice President<br>and Chief Financial<br>Officer<br>(Principal Financial<br>Officer) | November 21, 2003 |

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|   |  |                   |
|---|--|-------------------|
| /s/ Jeffrey I. Beason<br>-----<br>Jeffrey I. Beason                   | Senior Vice President<br>and Controller<br>(Principal Accounting<br>Officer) | November 21, 2003 |
| *<br>-----<br>Ronald L. Kuehn, Jr.                                    | Chairman of the Board<br>and Director  | November 21, 2003 |
| *<br>-----<br>John M. Bissell   | Director   | November 21, 2003 |
| *<br>-----<br>Juan Carlos Braniff                                     | Director   | November 21, 2003 |
| *<br>-----<br>James L. Dunlap   | Director   | November 21, 2003 |
| *<br>-----<br>Robert W. Goldman                                       | Director   | November 21, 2003 |
| *<br>-----<br>Anthony W. Hall, Jr.                                    | Director   | November 21, 2003 |
| *<br>-----<br>J. Carleton MacNeil, Jr.                                | Director   | November 21, 2003 |
| *<br>-----<br>J. Michael Talbert                                      | Director   | November 21, 2003 |
| *<br>-----<br>Malcolm Wallop  | Director   | November 21, 2003 |
| *<br>-----<br>John L. Whitmire  | Director   | November 21, 2003 |
| *<br>-----<br>Joe B. Wyatt  | Director   | November 21, 2003 |
| * /s/ D. Dwight Scott<br>-----<br>D. Dwight Scott<br>Attorney-in-fact |  |                   |

