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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

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

Post-Effective Amendment No. 2
to
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)

76-0568816
(I.R.S. Employer
Identification No.)

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)

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)

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

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

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

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

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

