

EL PASO CORP/DE  
Form POS AM  
May 29, 2007

As filed with the Securities and Exchange Commission on May 29, 2007

Registration No. 333-127797

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

POST-EFFECTIVE AMENDMENT NO. 3  
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 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)

Robert W. Baker, Esq.  
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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*Copy to:*  
Charles H. Still, Jr.  
Bracewell & Giuliani LLP  
711 Louisiana Street, Suite 2300  
Houston, Texas 77002-2770  
(713) 221-3309 - Fax: (713) 437-5318

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration

statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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### **DEREGISTRATION OF SECURITIES**

On August 23, 2005, El Paso Corporation (the "Company") filed a Registration Statement on Form S-1 (Registration No. 333-127797) with the United States Securities and Exchange Commission, which registered for resale 750,000 shares of the Company's 4.99% Convertible Perpetual Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), and 57,581,550 shares of the Company's common stock, par value \$3.00 per share, issuable upon conversion of the Preferred Shares (the "Common Shares"). The Company has subsequently amended the registration statement, including by Post-Effective Amendment No. 2 to Form S-1 on Form S-3 filed with the SEC on February 8, 2006 (such registration statement, as amended and supplemented, the "Registration Statement"). The Company filed the Registration Statement pursuant to the terms of a registration rights agreement that it entered into with the initial purchasers of the Preferred Shares in a private placement transaction.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company is filing this Post-Effective Amendment No. 3 to the Registration Statement to deregister all of the Preferred Shares and Common Shares previously registered that remain unsold under the Registration Statement. The Company is deregistering these securities because its obligation to maintain the effectiveness of the Registration Statement pursuant to the registration rights agreement has expired.

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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-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 29, 2007.

**EL PASO CORPORATION**

By: */s/ Robert W. Baker*  
 Robert W. Baker  
 Executive Vice President and  
 General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates as indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Ronald L. Kuehn, Jr.	Chairman of the Board	May 29, 2007
<i>/s/ Douglas L. Foshee</i> Douglas L. Foshee	President, Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2007
<i>/s/ D. Mark Leland</i> D. Mark Leland	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 29, 2007
<i>/s/ John R. Sult</i> John R. Sult	Senior Vice President and Controller (Principal Accounting Officer)	May 29, 2007
* Juan Carlos Braniff	Director	May 29, 2007
* James L. Dunlap	Director	May 29, 2007
* Robert W. Goldman	Director	May 29, 2007

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Anthony W. Hall, Jr. Director May 29, 2007

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Thomas R. Hix Director May 29, 2007

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William H. Joyce Director May 29, 2007

Ferrell P. McClean Director

Stephen J. Shapiro Director

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J. Michael Talbert Director May 29, 2007

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Robert F. Vagt Director May 29, 2007

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John L. Whitmire Director May 29, 2007

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Joe B. Wyatt Director May 29, 2007

\*By: /s/ Robert W. Baker  
Robert W. Baker  
Attorney-in-Fact