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EL PASO CORP/DE

Form S-8

February 11, 2002

As filed with the Securities and Exchange Commission on February 11, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EL PASO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	76-0568816
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2131
(Address, including zip code, of Principal Executive Offices)

El PASO CORPORATION
OMNIBUS PLAN FOR MANAGEMENT EMPLOYEES
(Full title of the plan)

Peggy A. Heeg, Esq.
Executive Vice President and General Counsel
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)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock(1) (including associated preferred stock purchase rights), par value \$3.00	21,000,000 shares	\$34.15	\$717,150,000	\$65,977.80

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per share

- (1) This Registration Statement also covers such indeterminable number of additional shares as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar adjustments of the outstanding Common Stock of the Registrant.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based upon the average of the high and low prices of a share of the Registrant's Common Stock for February 5, 2002 as reported on the New York Stock Exchange and in The Wall Street Journal on February 6, 2002.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 is being filed solely to register additional securities. In accordance with General Instruction E of Form S-8, the Registrant hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 Nos. 33-51851 and 333-26831 (filed by the Registrant's predecessor), 333-51851-99, 333-7879, 333-94719 and 333-52100 filed with the Securities and Exchange Commission relating to the El Paso Corporation Omnibus Plan for Management Employees.

Item 8. Exhibits.

Exhibit

Number	Description
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- | | |
|------|---|
| 5.1 | Opinion of Locke Liddell & Sapp LLP regarding the legality of the securities being registered hereunder. |
| 10.1 | El Paso Corporation Omnibus Plan for Management Employees, Amended and Restated as of December 3, 1999, as amended. |
| 23.1 | Consent of Counsel (included in the opinion filed as Exhibit 5.1 to this Registration Statement). |
| 23.2 | Consent of PricewaterhouseCoopers LLP. |
| 23.3 | Consent of Deloitte & Touche LLP. |
| 23.4 | Consent of Huddleston & Co. Inc. |
| 24.1 | Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement). |

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

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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 11th day of February, 2002.

EL PASO CORPORATION

By: /s/ William A. Wise

William A. Wise
Chairman of the Board,
President and Chief
Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes H. Brent Austin and Peggy A. Heeg, and each of them, as attorneys-in-fact with full power of substitution, 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, including any and all post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates as indicated.

Signature _____	Title _____	Date _____
/s/ William A. Wise _____ William A. Wise	Chairman of the Board, President, Chief Executive Officer and Director	February 11, 2002
/s/ H. Brent Austin _____ H. Brent Austin	Executive Vice President and Chief Financial Officer	February 11, 2002
/s/ Jeffrey I. Beason _____ Jeffrey I. Beason	Senior Vice President and Controller (Chief Accounting Officer)	February 11, 2002
/s/ Byron Allumbaugh _____ Byron Allumbaugh	Director	February 11, 2002
/s/ John M. Bissell _____ John M. Bissell	Director	February 11, 2002

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/s/ Juan Carlos Braniff	Director	February 11, 2002
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Juan Carlos Braniff		
/s/ James F. Gibbons	Director	February 11, 2002
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James F. Gibbons		
/s/ Anthony W. Hall, Jr.	Director	February 11, 2002
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Anthony W. Hall, Jr.		
/s/ Ronald L. Kuehn,	Director	February 11, 2002
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Ronald L. Kuehn, Jr.		
/s/ J. Carleton MacNeil, Jr.	Director	February 11, 2002
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J. Carleton MacNeil, Jr.		
/s/ Thomas R. McDade	Director	February 11, 2002
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Thomas R. McDade		
/s/ Malcolm Wallop	Director	February 11, 2002
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Malcolm Wallop		
/s/ Joe B. Wyatt	Director	February 11, 2002
<hr style="width: 100%; border: 0.5px solid black;"/>		
Joe B. Wyatt		

EXHIBIT INDEX

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