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EL PASO CORP/DE
Form S-8
July 23, 2002

As filed with the Securities and Exchange Commission on July 23, 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
(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, of Principal Executive Offices)

EL PASO CORPORATION
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

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 (1) (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Common Stock	3,000,000 shares	\$13.56	\$40,680,000	\$3,742.55

(1) This Registration Statement also covers an indeterminate amount of additional shares which become issuable to prevent

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- dilution in the event of stock splits, stock dividends or similar adjustments of the outstanding Common Stock of the Registrant.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (3) 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 as reported on the New York Stock Exchange and in The Wall Street Journal, or any other comparable service the Plan Administrator may determine is reliable for July 22, 2002.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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 statement on Form S-8 No. 333-78949 filed with the Securities and Exchange Commission relating to the El Paso Corporation Employee Stock Purchase Plan.

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 Employee Stock Purchase Plan Amended and Restated effective as of January 29, 2002. |
| 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, as amended, 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,

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thereunto duly authorized, in the City of Houston, State of Texas, on this 23rd day of July 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
<u>/s/ William A. Wise</u> William A. Wise	Chairman of the Board, President, Chief Executive Officer and Director	July 23, 2002
<u>/s/ H. Brent Austin</u> H. Brent Austin	Executive Vice President and Chief Financial Officer	July 23, 2002
<u>/s/ Jeffrey I. Beason</u> Jeffrey I. Beason	Senior Vice President and Controller (Chief Accounting Officer)	July 23, 2002
<u>/s/ Byron Allumbaugh</u> Byron Allumbaugh	Director	July 23, 2002
<u>/s/ John M. Bissell</u> John M. Bissell	Director	July 23, 2002
<u>/s/ Juan Carlos Braniff</u>	Director	July 23, 2002

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Juan Carlos Braniff

/s/ James F. Gibbons Director July 23, 2002

James F. Gibbons

/s/ Anthony W. Hall, Jr. Director July 23, 2002

Anthony W. Hall, Jr.

/s/ Ronald L. Kuehn, Director July 23, 2002

Ronald L. Kuehn, Jr.

/s/ J. Carleton MacNeil, Jr. Director July 23, 2002

J. Carleton MacNeil, Jr.

/s/ Thomas R. McDade Director July 23, 2002

Thomas R. McDade

/s/ Malcolm Wallop Director July 23, 2002

Malcolm Wallop

/s/ Joe B. Wyatt Director July 23, 2002

Joe B. Wyatt

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have 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 23rd day of July 2002.

EL PASO CORPORATION
EMPLOYEE STOCK PURCHASE PLAN

By: /s/ H. Brent Austin

H. Brent Austin
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number Description

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10.1 El Paso Corporation Employee Stock Purchase

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Plan Amended and Restated effective as of January 29, 2002.

- 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).