

**Employee Stock  
Purchase Plan  
Prospectus and  
Plan Summary  
El Paso Corporation**

**This document constitutes part of a prospectus covering securities registered under the Securities Act of 1933, as amended.**

***EL PASO CORPORATION***  
1001 Louisiana Street  
Houston, Texas 77002

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5,000,000 Shares

of

COMMON STOCK

Par Value \$3 Per Share

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**EL PASO CORPORATION**  
***EMPLOYEE STOCK PURCHASE PLAN***

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***THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED  
BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS  
THE COMMISSION PASSED UPON THE ACCURACY OR  
ADEQUACY OF THIS PROSPECTUS. ANY  
REPRESENTATION TO THE CONTRARY  
IS A CRIMINAL OFFENSE.***

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The date of this prospectus is September 1, 2009.

**El Paso reserves the right to terminate or amend the Plan at any time. Although this Prospectus and Plan Summary describe many of the principal features of the El Paso Employee Stock Purchase Plan, it is only a summary of the Plan. The complete provisions of the Plan are stated in the Plan document. In the event of any inconsistency between this summary and the Plan document, the Plan document will control.**

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## INTRODUCTION

The EL PASO CORPORATION EMPLOYEE STOCK PURCHASE PLAN (the “Plan”) provides eligible employees of El Paso Corporation (“El Paso”) and its participating subsidiaries an opportunity to purchase shares of El Paso common stock, par value \$3.00 per share (“Common Stock”), at a discount. Under the Plan, you may elect to purchase shares of El Paso Common Stock at a 5% discount through convenient payroll deductions.

As a stockholder, you invest in the future of El Paso and share in El Paso’s growth through any increases in stock value and through any dividends. *However, please keep in mind that fluctuations in the stock price caused by various factors may result in a decrease in value of El Paso Common Stock. You should consult your investment advisor to determine if an investment in El Paso Common Stock is appropriate for you.* Stock ownership entitles you to all the benefits of any other stockholder (including the ability to vote at stockholder meetings).

This summary provides a question and answer overview of the Plan. Complete details are contained in the Plan document, which you may obtain upon request. See the question, “*Where can I obtain more information about El Paso?*”

## THE PLAN

The following is a summary of certain provisions of the Plan. The summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Plan. Terms used herein that are not otherwise defined shall have the meanings set forth in the Plan.

### WHAT ARE THE PURPOSES OF THE PLAN?

The purposes of the Plan are to provide eligible employees with an opportunity to (i) purchase shares of El Paso Common Stock at a discount from market prices and (ii) increase ownership of El Paso Common Stock by employees, through convenient payroll deductions.

### HOW MANY SHARES ARE AVAILABLE FOR PURCHASE UNDER THE PLAN?

A total of five million (5,000,000) shares of El Paso Common Stock have been authorized for issuance under the Plan. In the event of a recapitalization, stock split, stock dividend, exchange of shares, merger, reorganization, change in corporate structure or shares of the El Paso or similar event, the Board of Directors of El Paso or the Committee (as such term is defined below) shall make such adjustments, if any, as it determines are appropriate and equitable (i) to the number of shares authorized for issuance under the Plan and (ii) with respect to the number of shares credited to each participating employee’s Plan account. Any such adjustment shall be final, binding and conclusive on all persons claiming any right or interest under the Plan.

## **WHO WILL ADMINISTER THIS PLAN?**

The Plan will be administered by the “Committee,” which is (i) with respect to participants who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Compensation Committee of the El Paso Board of Directors and (ii) with respect to all other participants, a management committee comprised of the Chief Executive Officer and such other senior officers of El Paso as he or she may designate.

The Committee has full and exclusive discretionary authority to construe, administer and interpret the Plan, including the authority to determine who is eligible to participate in the Plan and to make any rules and other determinations necessary to administer the Plan. Every finding, decision and determination made by the Committee shall, to the fullest extent permitted by law, be final and binding upon all parties.

The Committee has designated Morgan Stanley Smith Barney LLC (“Smith Barney”) as the record keeper for the Plan. Smith Barney will establish and maintain participant accounts, effect purchases, coordinate subsequent sales of shares acquired through the Plan, provide customer service for participants and generate reports.

## **WHO IS ELIGIBLE TO PARTICIPATE?**

You are eligible to participate during a Plan year if you are an active, full-time employee of a participating subsidiary, (see Exhibit A for a listing of participating subsidiaries), on October 1st preceding such Plan year. Part-time employees whose customary employment is at least 20 hours per week and more than five (5) months in any calendar year are also eligible to participate in the Plan.

## **HOW DOES THE PLAN WORK?**

If you elect to participate in the Plan, you will be deemed to have been granted an option to purchase El Paso Common Stock on the first Trading (business) Day of the Plan year (referred to as the “Grant Date”). You will specify an amount to be deducted from your regular payroll, which will be used to purchase shares of El Paso Common Stock. Under the Plan, your option to purchase shares of El Paso Common Stock is automatically exercised on the last Trading Day of each calendar month (referred to as the “Exercise Date”), and shares of El Paso Common Stock will be purchased with the contributions from your payroll deductions during the month. The purchase will be made in whole and fractional shares at 95% of the fair market value of El Paso Common Stock on the Exercise Date. For purposes of the Plan, “Fair Market Value” is the average of the high and low trading price (as quoted on the New York Stock Exchange or any other comparable service the Committee may determine is reliable) of El Paso Common Stock.

The shares of El Paso Common Stock purchased with your payroll contributions will be recorded to an account in your name and held until you elect to sell the shares and receive the proceeds. Please note that there could be certain tax advantages to meeting certain holding period requirements with respect to the shares. See the question, “*What are the Federal income tax issues associated with the Plan?*”

**FOR EXAMPLE:**

You elect to begin participation and contribute \$100 per pay period. During each calendar month of the Plan, you will contribute \$200, which will be credited to your Plan account. Once the last pay period’s contribution for the calendar month is received, El Paso Common Stock will be purchased for your account.

If the Fair Market Value of El Paso Common Stock on the Exercise Date is \$10, the stock would be purchased for you at 95% of \$10 or \$9.50. Your contribution of \$200 would purchase 21.0527 shares of El Paso Common Stock (\$200 divided by \$9.50 = 21.0527 shares).

After your first month of participation, your account would include the following:

**ACCOUNT BALANCE**

Month	Payroll Deduction	Price on Exercise Date	Purchase Price on Exercise Date	Number of Shares
1st Month	\$200	\$10	\$9.50	21.0527

As of the end of each calendar month, stock will be purchased for your account based on your contributions made during that calendar month. During the next calendar month, you will again contribute \$200, which would be used to purchase additional stock for your account.

**WHY SHOULD I PARTICIPATE?**

The Plan enables you to become an owner in El Paso. El Paso designed this Plan to provide you with an opportunity to share in El Paso’s growth and to invest in El Paso Common Stock in a convenient way. The Plan offers several advantages over purchasing stock in the open market, including:

- shares acquired at a 5% discount;
- automatic payroll deductions; and
- no brokerage fees on the acquisition of shares.

**You should be aware that there are risks involved in purchasing shares of El Paso Common Stock. Neither El Paso nor any of its officers or directors is making a recommendation that you should participate in the Plan or otherwise purchase shares of El Paso Common Stock.** You should carefully review your financial objectives and other investments and consult your financial advisor before enrolling in the Plan. You should also carefully review this Prospectus and the information incorporated by reference herein prior to making a decision to participate in the Plan. See the question, “Where can I obtain more information about the Company?”

## **WHEN CAN I START PARTICIPATING?**

Each year there is an open enrollment period. If you enroll during this period, your participation will begin on January 1 of the following year. If you do not enroll at this time, you must wait until the next open enrollment period for the next calendar year. You may call Smith Barney to enroll through a toll-free interactive voice response system (“IVR”) at **1-800-367-4777**. You may also enroll through the Internet at Smith Barney Benefit Access at [www.benefitaccess.com](http://www.benefitaccess.com). Please do not call the El Paso Benefits Center to enroll in the Plan.

## **HOW MUCH CAN I CONTRIBUTE?**

You can contribute a minimum of ten U.S. dollars (\$10) per pay period up to a maximum of twenty-three thousand seven hundred fifty U.S. dollars (\$23,750) in any calendar year. However, Section 423 of the Internal Revenue Code (the “Code”) limits your participation under all qualifying employee stock purchase plans to a maximum of twenty-five thousand U.S. dollars (\$25,000) worth of stock (valued on the Grant Date). In addition, you may not purchase more than three thousand (3,000) shares of El Paso Common Stock during any Plan year.

Your contribution will remain fixed at the whole dollar amount you select unless you elect to change it or you cancel your participation. See the question, “*What if I want to change the amount I contribute or cancel my participation?*” for information about changing your contribution amount. If, during any pay period, your net pay is less than the amount you elected to contribute each pay period, the contribution to your account for that pay period will be limited to your total net pay. You may not make up any deficit through future payroll deductions or by personal check.

*Note: In the event that you elect to contribute the maximum dollar amount allowable under the Plan (or some dollar amount close to the maximum) and the average trading price of El Paso Common Stock declines during the year from the Grant Date, it is possible that your payroll deductions would result in the purchase of more than the maximum number of shares of El Paso Common Stock that you may purchase during the year. In that event, any excess contributions will be returned to you as soon as administratively possible.*

## **WHAT IF I WANT TO CHANGE THE AMOUNT I CONTRIBUTE OR CANCEL MY PARTICIPATION?**

You may decrease the amount you contribute each pay period at any time during the year through the IVR or the Internet. To increase the amount you contribute each pay period, you will have to wait until the next open enrollment period for the next calendar year.

You may cancel your participation in the Plan at any time during the year through the IVR or the Internet. Your cancellation will be reflected in your paycheck as soon as administratively possible. Any contributions in your account will be held until the end of the corresponding calendar month and then used to purchase stock. If you cancel your participation in the Plan, you cannot resume participation in the Plan until the next open enrollment period.

**WILL I RECEIVE INTEREST ON MY CONTRIBUTIONS  
BEFORE SHARES ARE PURCHASED?**

Interest will not be paid on the cash accumulated during the calendar month, or such longer period before any Exercise Date.

**WHAT RIGHTS WILL I HAVE AS A STOCKHOLDER?**

Once the shares of El Paso Common Stock have been credited to your account, you will have the same rights and privileges afforded to all other El Paso stockholders.

**HOW WILL I KNOW HOW MUCH STOCK  
HAS BEEN PURCHASED FOR MY ACCOUNT?**

Smith Barney will maintain a record of all El Paso Common Stock purchased for your account under the Plan. You will receive a monthly statement reflecting full and partial shares purchased. You can also call Smith Barney to inquire about the status of your account at **1-800-367-4777** between 7:00 a.m. and 7:00 p.m. eastern local time, Monday through Friday. For verification, you will need your Social Security number and trading pin. You can also view your account through the Internet at Smith Barney Benefit Access at [www.benefitaccess.com](http://www.benefitaccess.com).

**WHAT IF I WANT TO GIVE MY STOCK TO SOMEONE ELSE?**

You may transfer your shares of El Paso Common Stock to someone else as a gift. However, if you transfer your shares to someone else as a gift before you have held your shares for the Applicable Holding Period, El Paso will treat the transfer as if the shares had been sold in a disqualifying disposition and you will recognize ordinary income in the year you gift your shares. See the question, "*What are the Federal income tax issues associated with the Plan?*", for information about disqualifying dispositions. If you wish to transfer your shares to someone else as a gift before meeting the Applicable Holding Period, you must obtain the necessary forms by contacting Alan Bishop in El Paso's Corporate Secretary's Department at (713) 420-5429. You are advised to consult with your tax advisor regarding the tax consequences of any gift of shares you may make.

**WILL I RECEIVE DIVIDENDS ON THE STOCK THAT IS PURCHASED?**

You will receive dividends and other distributions, if any, when paid based on the number of shares of El Paso Common Stock (full and fractional) you own on the record date for the payment of the dividends. The dividends will be automatically reinvested in shares of El Paso Common Stock at the market price (you do not receive the 5% discount on dividend reinvestment purchases) unless you choose to receive a dividend check for each quarter. If you wish to receive a dividend check, you should contact Smith Barney at **1-800-367-4777**.

## **WHEN CAN I SELL THE SHARES THAT ARE IN MY ACCOUNT?**

You can sell your shares any time after they are credited to your account. Shares will be credited to your account as soon as administratively possible. You should note that because of market price fluctuations, it is possible that the stock price may vary between the time you request that your shares be sold and the actual sales price of the stock received for your shares. Further, Smith Barney may aggregate sale orders and credit an average sales price to each participant that has requested a sale on a particular day. See the question, “*Are there any charges or deductions associated with my participation in the Plan?*”, for information regarding fees to sell your shares.

## **ARE THERE ANY RESTRICTIONS ON MY ABILITY TO SELL MY SHARES IN THE PLAN?**

All participants are subject to the restrictions imposed by the Committee and Rule 10b-5 under the Exchange Act with respect to trading in El Paso securities while in possession of material, nonpublic information. In addition to the restrictions on transferability previously discussed in this Prospectus, shares of El Paso Common Stock held by participants deemed to be “affiliates” of El Paso (certain executive officers) may also be subject to the resale restrictions imposed by Rule 144. Further, certain officers who are Section 16 insiders must also comply with the rules and regulations promulgated pursuant to Section 16(b) of the Exchange Act to avoid short-swing profit recovery. All participants considering any sale of stock should refer to El Paso’s Policy on the Prevention of Insider Trading.

## **WHAT ARE THE FEDERAL INCOME TAX ISSUES ASSOCIATED WITH THE PLAN?**

The following discussion briefly summarizes the material Federal income tax consequences of participation in the Plan. This discussion is general in nature and does not address issues related to your individual tax situation. In addition, it does not address any state, local or foreign tax consequences related to your participation in the Plan. You are advised to consult with your personal tax advisor regarding the implications of Plan participation on your tax situation. You should note that your contributions to the Plan are made on an after-tax basis and are not tax deductible.

You will not recognize taxable income for Federal income taxes purposes on either the Grant Date when an option is granted to you or the Exercise Date when stock is purchased for you. However, you are responsible for reporting as income the amount of dividends paid on shares of El Paso Common Stock held in your name. You will receive a tax notice (Form 1099-Div) from Smith Barney shortly after the end of the year reporting the dividends paid to you (whether paid in cash or reinvested in El Paso Common Stock) during the past calendar year. Otherwise, there are no tax consequences associated with your participation in the Plan until you actually sell or otherwise dispose of your stock.

Certain tax advantages apply to shares acquired under the Plan when specific holding requirements are met. To meet these requirements, you must hold the shares for the “Applicable Holding Period,” which is the longer of two (2) years from the applicable Grant Date for the Plan year during which the shares were purchased or one (1) year from the Exercise Date. Practically

speaking, however, the Applicable Holding Period will always end two years from the Grant Date since there is an Exercise Date at the end of each month after the Grant Date.

If the shares are held for the Applicable Holding Period, you will realize ordinary income to the extent of the lesser of: (1) the amount by which the Fair Market Value of the shares on the Grant Date exceeded the “option price” on the Grant Date (*i.e.*, 5% of such Fair Market Value on the Grant Date), or (2) the amount by which the Fair Market Value of the shares at the time of the disposition exceeded the price actually paid for the shares on the Exercise Date. Any further gain realized upon the sale will be considered a capital gain. If the sale price is less than the option price, there will be no ordinary income and you will have a long-term capital loss for the difference.

If you sell the shares purchased under the Plan before the expiration of the Applicable Holding Period, you will recognize ordinary income in an amount equal to the excess of the Fair Market Value of the shares at the Exercise Date over the price actually paid for the shares, regardless of the price at which the shares are sold. Any gain realized in excess of that amount will be taxed as a capital gain. If the sale price is less than the Fair Market Value of the shares on the Exercise Date, increased by the ordinary income which must be recognized, the difference will be treated as a capital loss.

Please review the following examples:

***ACCOUNT BALANCE***

Month	Payroll Deduction	Price on Grant Date	Price on Exercise Date	Purchase Price on Exercise Date	Number of Shares
1st Month	\$200	\$9.75	\$10	\$9.50	21.0527

**FOR EXAMPLE:**

Your account has 21.0527 shares of El Paso Common Stock and you sell 10 of the shares. You sell your stock at the then current market value of \$12.00.

*If You Sell or Otherwise Dispose of Your Shares **After** Meeting the Applicable Holding Period*

You will recognize less ordinary income and more capital gain if you meet the Applicable Holding Period. If you sell your 10 shares of El Paso Common Stock after meeting the Applicable Holding Period, the following will occur:

Proceeds to you	\$ 120.00	= \$12 (sale price) x 10 shares
Amount you paid	<u>- 95.00</u>	= \$9.50 (purchase price on Exercise Date) x 10 shares
Total gain	\$ 25.00	
Ordinary income	\$ 4.90	= \$9.75 (stock price on Grant Date) less \$9.26 (95% of the stock price on Grant Date) <sup>1</sup> = \$.49 x 10 shares
Capital gain	\$ 20.10	= \$12 (sale price) less \$9.99 (purchase price on Exercise Date plus ordinary income realized (\$.49)) = \$2.01 x 10 shares

When you sell your shares, you will realize ordinary income equal to 5% of the stock price on the Grant Date (or, if less, the excess of the sale price over the purchase price on the Exercise Date). The amount of ordinary income (in the example, \$4.90) will be reflected in your earnings on your Form W-2 and added to the basis in your shares, but no income taxes will be withheld. The difference, if any, between the sale price and the basis in your shares, (in the example, \$9.99), is a long-term capital gain and will be reflected on a Form 1099-B for the year in which you sold your shares. If your sale price is less than the purchase price on the Exercise Date, no ordinary income is recognized and, instead, you will recognize a long-term capital loss. Since you are responsible for reporting the transaction correctly on your tax return, we advise you to consult with your tax advisor.

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<sup>1</sup> The difference per share between the Fair Market Value on the Grant Date and 95% of that value (\$.49 per share) is less than the difference between the Fair Market Value at the time of disposition and the actual price paid (\$2.50).

*If You Sell or Otherwise Dispose of Your Shares **Before Meeting the Applicable Holding Period***

If you sell your 10 shares of El Paso Common Stock without meeting the Applicable Holding Period, a disqualifying disposition will result and the following will occur:

Proceeds to you	\$120.00	= \$12 (sale price) x 10 shares
Amount you paid	<u>- 95.00</u>	= \$9.50 (purchase price on Exercise Date) x 10 shares
Total gain	\$ 25.00	
Ordinary income <sup>2</sup>	\$ 5.00	= \$10 (stock price on Exercise Date) less \$9.50 (purchase price on Exercise Date) = \$.50 x 10 shares
Capital gain (long- or Short-term depending upon your holding period)	\$ 20.00	= \$12 (sale price) less \$10 (purchase price on Exercise Date plus ordinary income realized (\$.50)) = \$2 x 10 shares

When you sell your shares, you will realize ordinary income to the extent the stock price on the Exercise Date is greater than the purchase price on the Exercise Date. This will be the case even if no gain is realized on the sale or disposition, for example, in the event of a gift. The amount of ordinary income (in the example \$5) will be reflected in your earnings on your Form W-2 and added to the basis in your shares, but no income taxes will be withheld. The difference, if any, between the sale price and the Fair Market Value on the Exercise Date is a capital gain or loss (long or short-term depending upon the holding period) and will be reflected on a Form 1099-B for the year in which you sold your shares. Since you will be responsible for reporting the transaction correctly on your tax return, we advise you to consult with your tax advisor.

**WILL TAX BE WITHHELD FROM THE SALE OF MY SHARES?**

There will not be any tax withholding associated with the sale of your shares if you have a Form W-9 on file with Smith Barney. If you do not have a Form W-9 on file with Smith Barney, tax withholding obligations will be deducted from the sale of any of your shares. You can file your Form W-9 with Smith Barney through IVR at **1-800-367-4777** or the Internet at Smith Barney Benefit Access at [www.benefitaccess.com](http://www.benefitaccess.com).

**CAN I TRANSFER MY RIGHTS UNDER THE PLAN TO SOMEONE ELSE?**

**Your rights under the Plan are not transferable, except by your will or the laws of descent and distribution, and are exercisable during your life only by you, your guardian or your legal representative. Further, none of your rights or payroll deductions shall be subject to execution, attachment, levy, garnishment or similar process.**

<sup>2</sup> If you sell the stock prior to meeting the Applicable Holding Period, you will always have ordinary income even if your total gain is less than this amount and the total gain (or loss) will be a capital gain (or loss) (long- or short-term depending upon the holding period).

### **WHAT IF MY ADDRESS CHANGES?**

El Paso's Compensation, HRIS & Payroll Department maintains current addresses. Smith Barney will receive address changes from El Paso on a monthly basis. Smith Barney can take an address change from you, **but you still must change your address with El Paso** using the appropriate procedure, otherwise the change with Smith Barney will be lost with the next monthly update from El Paso.

### **DOES MY PARTICIPATION IN THE PLAN HAVE ANY EFFECT ON MY EMPLOYMENT?**

No. Your participation in the Plan has no effect on the right of El Paso or its subsidiaries to terminate your employment at any time. Any income you may realize as a result of participating in the Plan will not be used for the calculation of any pay, allowance, pension or benefits.

### **WHAT IF MY EL PASO EMPLOYMENT TERMINATES?**

In the event of your death, voluntary or involuntary termination of employment for any reason, your participation in the Plan will end and payroll deductions will cease. Your deductions for the corresponding calendar month will be used to purchase shares of El Paso Common Stock on the Exercise Date.

In the event of your retirement or permanent disability, your participation in the Plan will end and payroll deductions will cease. Any payroll deductions for the corresponding calendar month and other funds credited to your Plan account will be used to purchase additional shares of El Paso Common Stock on the Exercise Date, unless it is specifically requested (at least 10 business days prior to an Exercise Date) that such funds be returned to you.

### **ARE THERE ANY CHARGES OR DEDUCTIONS ASSOCIATED WITH MY PARTICIPATION IN THE PLAN?**

In addition to the payroll deductions necessary to purchase shares of El Paso Common Stock under the Plan, there are certain charges or fees associated with your participation in the Plan. For instance, you are responsible for any and all fees associated with the sale of shares of El Paso Common Stock credited to your Plan account, and such other charges or fees as the Committee may determine. El Paso pays all expenses associated with the purchase of shares of El Paso Common Stock and administration of the Plan.

To sell shares of El Paso Common Stock call Smith Barney at **1-800-367-4777**. You may also sell shares through the Internet at Smith Barney Benefit Access at [www.benefitaccess.com](http://www.benefitaccess.com). If you decide to sell your shares under the Plan, you will be charged the following brokerage fee and commission:

Sale of Shares:                      \$.05/share (\$25.00 minimum transaction fee)

For example, if you request to sell 600 shares under the Plan, your total fees and commissions would be \$30.00 (600 x \$.05). If you request to sell 400 shares under the Plan,

your total fees and commissions would be \$25.00 (400 x \$.05 = \$20.00, which is less than the minimum transaction fee).

### **HOW LONG WILL THIS PLAN LAST? UNDER WHAT CIRCUMSTANCES CAN THE BOARD OF DIRECTORS TERMINATE THE PLAN?**

The Plan will terminate upon the earlier of the following:

- (i) the termination of the Plan by the El Paso Board of Directors; or
- (ii) when all of the shares authorized for issuance under the Plan have been purchased by participants.

If the El Paso Board of Directors chooses to terminate the Plan, they must do so on the Trading Day immediately following an Exercise Date. On any Exercise Date, if you would be entitled to purchase more shares of El Paso Common Stock than remain available under the Plan, you will be eligible to purchase a reduced number of shares of El Paso Common Stock on a pro rata basis. Any excess contributions will be returned to you as soon as administratively possible, as provided by the Plan and the Committee.

### **IS THIS PLAN QUALIFIED UNDER THE INTERNAL REVENUE CODE OR SUBJECT TO ERISA?**

The Plan is not a qualified plan under Section 401 of the Code and is not subject to the Employee Retirement Income Security Act of 1974, as amended. The Plan is intended to qualify as an Employee Stock Purchase Plan under Section 423 of the Code, which allows employees to purchase stock at a discount without immediate taxation on the amount of the discount if certain requirements are met.

### **WHO SHOULD I CALL OR WRITE WHEN I HAVE QUESTIONS?**

(Please do not call the El Paso Benefits Center regarding the Plan.)

1. For eligibility, to enroll or for other questions concerning the Plan:

Call Smith Barney at **1-800-367-4777** to talk to a customer service representative, or

Access the Smith Barney Benefit Access website through the Internet at [www.benefitaccess.com](http://www.benefitaccess.com).

2. To sell your shares of stock through the Plan:

Call Smith Barney at **1-800-367-4777**, or

Access the Smith Barney Benefit Access website through the Internet at [www.benefitaccess.com](http://www.benefitaccess.com).

3. To cancel your participation in the Plan:  
Call Smith Barney at **1-800-367-4777**, or  
Access the Smith Barney Benefit Access website through the Internet at [www.benefitaccess.com](http://www.benefitaccess.com).
4. To change your address (please do BOTH):
  - (a) Send written notice of your new address to:  
  
Compensation, HRIS & Payroll Department  
El Paso Corporation  
P.O. Box 2511  
Houston, Texas 77252-2511  
  
AND
  - (b) Call Smith Barney at **1-800-367-4777**.

#### **WHERE CAN I OBTAIN MORE INFORMATION ABOUT EL PASO?**

El Paso has filed a registration statement on Form S-8 to register with the Securities and Exchange Commission (the “SEC”) the securities that may be offered using this Prospectus. This Prospectus is a part of that registration statement. As allowed by SEC rules, this Prospectus does not contain all of the information contained in the registration statement or the exhibits to the registration statement.

El Paso is subject to the periodic and other reporting requirements of the Exchange Act, and in accordance therewith, files annual, quarterly and current reports, proxy statements, and other information with the SEC. El Paso’s SEC filings are available to the public at the SEC’s website at <http://www.sec.gov>. The public may also read and copy any reports, statements, or other information filed by El Paso at the SEC public reference room at Judiciary Plaza, 450 Fifth Street N.W., Washington, D.C. 20549. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

The El Paso Common Stock is listed on the New York Stock Exchange under the symbol “EP.” The Company’s reports, proxy statements and other information may be read and copied at the New York Stock Exchange at 30 Broad Street, New York, New York 10005.

The SEC allows El Paso to “incorporate by reference” the information it files with them, which means that El Paso can disclose important information to participants by referring participants to those documents. The information incorporated by reference is an important part of this Prospectus, and information that El Paso files later with the SEC will automatically update and supersede this information. The following documents filed by El Paso are incorporated by reference into this Prospectus:

- The Company's annual report on Form 10-K (and amendments thereto) for the year ended December 31, 2008;
- All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the year covered by the annual report reference above; and
- The description of the Company's Common Stock contained in Amendment No. 2 to the Company's Form 8-A registration statement filed on March 7, 2006.

In addition, all documents filed by El Paso with the SEC subsequent to the date of this Prospectus pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information furnished to the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K) and prior to the filing of a post-effective amendment to the registration statement on Form S-8 of which this Prospectus is a part which indicates that all securities offered under the Plan have been sold or which deregisters all securities then remaining unsold are also incorporated by reference into this Prospectus.

You may request a copy of these filings and additional information about the Plan and its administrators at no cost, by writing to the following address: El Paso Corporation, Attention: Corporate Secretary, 1001 Louisiana Street, Houston, Texas 77002 or by calling (713) 420-2600.

You should rely only on the information contained or incorporated by reference in this Prospectus. El Paso has not authorized anyone to provide you with information that is different from what is contained in this Prospectus. You should not assume that the information contained or incorporated by reference in this Prospectus is accurate as of any date other than the date hereof or the date of such incorporated filing, and neither the delivery of this Prospectus to you nor the issuance of securities under it will create any implication to the contrary.

## **EXHIBIT A**

### **PARTICIPATING SUBSIDIARIES**

CIG Pipeline Services Company, L.L.C.

El Paso Energy Service Company

El Paso Merchant Energy North America Company

El Paso Natural Gas Company

El Paso Exploration & Production Management, Inc.

Sandbar Petroleum Company

SNG Pipeline Services Company, L.L.C.

Tennessee Gas Pipeline Company