

El Paso Pipeline Partners, L.P.
 Form 4
 November 26, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EL PASO CORP/DE

2. Issuer Name and Ticker or Trading Symbol
 El Paso Pipeline Partners, L.P. [EPB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1001 LOUISIANA STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/21/2007

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

HOUSTON, TX 77002
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 11/21/2007 | | P | | 32,187,786 | A | \$ 0 ⁽¹⁾ <u>(2) (3)</u> <u>(4)</u> | See footnotes <u>(1) (2) (3)</u> <u>(4)</u> |
| Common Stock | 11/21/2007 | | D | | 3,750,000 | D | \$ 18.72 ⁽¹⁾ <u>(2)</u> <u>(3) (4)</u> | See footnotes <u>(1) (2) (3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EL PASO CORP/DE 1001 LOUISIANA STREET HOUSTON, TX 77002 | | X | | |
| El Paso Pipeline Holding Company, L.L.C. 1001 LOUISIANA STREET HOUSTON, TX 77002 | | X | | |
| El Paso Pipeline LP Holdings, L.L.C. 1001 LOUISIANA STREET HOUSTON, TX 77002 | | X | | |
| EL PASO PIPELINE GP COMPANY, L.L.C. 1001 LOUISIANA STREET HOUSTON, TX 77002 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Robert W. Baker for El Paso Corporation | 11/26/2007 |
| **Signature of Reporting Person | Date |
| /s/ Robert W. Baker for El Paso Pipeline Holding Company, L.L.C. | 11/26/2007 |
| **Signature of Reporting Person | Date |
| /s/ Robert W. Baker for El Paso Pipeline LP Holdings, L.L.C. | 11/26/2007 |
| **Signature of Reporting Person | Date |

/s/ Robert W. Baker for El Paso Pipeline GP Company, L.L.C.

11/26/2007

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As of November 26, 2007, El Paso Corporation ("EP") directly and indirectly owns 100% of El Paso Pipeline Holding Company, L.L.C. ("El Paso LLC"), which owns 100% of El Paso Pipeline LP Holdings, L.L.C. ("Holdings"), which was issued 32,187,786 Common Units

(1) and 27,727,411 Subordinated Units in connection with the closing of the initial public offering (the "Offering") of the Issuer.

Accordingly, EP and El Paso LLC were the indirect beneficial owners of the 32,187,786 Common Units and 27,727,411 Subordinated Units.

(2) As of November 26, 2007, El Paso LLC directly owns 100% of El Paso Pipeline GP Company, L.L.C. (the "GP"), which owns a 2% general partner interest in the Issuer.

At the closing of the Offering, in exchange for the contribution of certain assets to the Issuer by affiliates of EP, Holdings received 32,187,786 Common Units and 27,727,411 Subordinated Units and the GP continued its 2% general partner interest in the Issuer,

(3) represented by 1,732,963 General Partner Units, and received certain incentive distribution rights ("IDRs"), which represent the right to receive an increasing percentage of quarterly distributions, of the Issuer. In connection with the Offering the Issuer granted the underwriters an option to purchase up to an additional 3,750,000 Common Units (the "Underwriters' Option").

The Underwriters exercised the Underwriters' Option in full and the Issuer repurchased 3,750,000 Common Units from Holdings at a price per Common Unit equal to the proceeds per Common Unit before expenses but after underwriting discounts and structuring fees. EP and El Paso LLC indirectly beneficially own the Common Units and Subordinated Units that Holdings directly beneficially owns. EP and El Paso LLC indirectly beneficially own the General Partner Units and IDRs that the GP directly beneficially owns.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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