

EL PASO CORP/DE
Form 424B3
August 06, 2001

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-61536
Zero Coupon Convertible Debentures Due 2021
CUSIP No. 28336LAA7

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JUNE 8, 2001)

[EL PASO CORPORATION LOGO]

EL PASO CORPORATION

\$1,766,500,000

ZERO COUPON CONVERTIBLE DEBENTURES DUE FEBRUARY 28, 2021

8,456,621 SHARES OF COMMON STOCK

This document supplements the prospectus dated June 8, 2001, relating to the debentures and the shares of common stock issuable upon conversion of the debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Security Holders" in the prospectus dated June 8, 2001.

Our common stock is listed and traded on the New York Stock Exchange and the Pacific Exchange under the symbol "EPG." On August 3, 2001, the last reported sales price for our common stock on the New York Stock Exchange was \$51.25 per share.

INVESTING IN THESE SECURITIES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 5 OF THE PROSPECTUS AND "FORWARD-LOOKING STATEMENTS" BEGINNING ON PAGE 5 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is August 6, 2001.

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SELLING SECURITY HOLDERS

We originally sold the debentures to Credit Suisse First Boston Corporation (CSFB) on February 28, 2001 in a private placement. CSFB has advised us that it resold the debentures in transactions exempt from the registration requirements of the Securities Act of 1933 to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in compliance with Rule 144A. These subsequent purchasers (and their respective donees and transferees for no consideration) may from time to time offer and sell any or all of the debentures or the common stock issuable on conversion of the debentures pursuant to this prospectus.

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The debentures and the common stock to be offered and sold using this prospectus are being registered pursuant to a registration rights agreement between us and CSFB. In that agreement, we undertook to file a registration statement with regard to the debentures and common stock and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement to which this prospectus supplement and the accompanying prospectus relate is intended to satisfy our obligations under that agreement.

The selling security holders named below have advised us that they currently intend to sell the debentures and common stock set forth below pursuant to this prospectus. Additional selling security holders may choose to sell debentures and common stock from time to time upon notice to us. See "Plan of Distribution" in the accompanying prospectus.

Before a security holder may use the accompanying prospectus in connection with an offering of securities, the prospectus as supplemented must include the name and amount of debentures and common stock beneficially owned by the selling security holder and the amount of debentures and common stock to be offered. The prospectus as supplemented will also disclose whether any selling security holder selling in connection with that prospectus supplement has held any position, office or other material relationship with us or any of our predecessors or affiliates during the three years prior to the date of the prospectus supplement.

The following table is based solely on information provided by the selling security holders.

SELLING SECURITY HOLDER -----	AMOUNT OF DEBENTURES BENEFICIALLY OWNED -----	PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED -----	AMOUNT OF DEBENTURES BE SOLD (1) -----
AIG SoundShore Holdings Ltd.....	6,439,000	*	6,439,000
AIG SoundShore Opportunity Holding Fund Ltd.....	3,621,000	*	3,621,000
AIG SoundShore Strategic Holding Fund Ltd.....	1,890,000	*	1,890,000
Allstate Insurance Company.....	2,600,000	*	2,600,000
Allstate Life Insurance Company.....	5,900,000	*	5,900,000
AMERUS Life Insurance Co. (AMERUS Multi-fund Convertible Account).....	500,000	*	500,000
Aristeia Partners, L.P.....	3,000,000	*	3,000,000
Aristeia International, Limited.....	8,300,000	*	8,300,000
Associated Electric & Gas Insurance Services Limited.....	1,500,000	*	1,500,000
Banc of America Securities LLC(3).....	57,625,000	3.26	57,625,000
Bancroft Convertible Fund, Inc.....	3,300,000	*	3,300,000
Bankers Life Insurance Company of New York.....	125,000	*	125,000
BBT Fund, L.P.(4).....	65,000,000	3.68	65,000,000
Bear, Stears & Co. Inc.....	7,500,000	*	7,500,000
Catholic Health East.....	3,246,000	*	3,246,000
Catholic Health East -- Pension Investment Program....	442,000	*	442,000
CIBC World Markets.....	10,000,000	*	10,000,000
Conseco Annuity Assurance Company -- Multi-Bucket Annuity Convertible Bond Fund.....	8,000,000	*	8,000,000
Credit Suisse First Boston Corporation(5).....	324,930,000	18.40	324,930,000
Deephaven Domestic Convertible Trading Ltd.....	5,000,000	*	5,000,000
Deutsche Banc Alex Brown Inc.(6).....	52,000,000	2.95	52,000,000

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Dylan (IMA) Limited.....	5,000,000	*	5,000,000
Ellsworth Convertible Growth and Income Fund, Inc.....	3,300,000	*	3,300,000
Federated Equity Income Fund, Inc.(7).....	38,000,000	2.15	38,000,000
Federated Insurance Series, on behalf of its Federated Equity Income Fund II.....	1,500,000	*	1,500,000
First Union Securities Inc./BK Trading (8).....	46,515,000	2.63	46,515,000
Fluor Corporation Master Retirement Trust.....	3,250,000	*	3,250,000
Fort Worth Employees' Retirement Fund.....	2,850,000	*	2,850,000
GLG Global Convertible Fund.....	12,600,000	*	12,600,000
GLG Global Convertible UCITS.....	2,400,000	*	2,400,000
GLG Market Neutral Fund.....	1,000,000	*	1,000,000
Global Bermuda Limited Partnership.....	900,000	*	900,000
Goldman Sachs and Company(9).....	27,500,000	1.56	27,500,000
Hamilton Partners Limited(10).....	21,000,000	1.19	21,000,000
Highbridge International LLC(11).....	87,025,000	4.93	87,025,000
Houston Police Officers Pension System.....	1,725,000	*	1,725,000
HSBC Ttee Zota Managed Trust.....	500,000	*	500,000
IL Annuity and Insurance Company.....	590,000	*	590,000

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SELLING SECURITY HOLDER	AMOUNT OF DEBENTURES BENEFICIALLY OWNED	PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED	AMOUNT OF DEBENTURES BE SOLD (1)
Innovest Finanzdienstleistungs.....	853,000	*	853,000
Jersey (Ima) Ltd.	6,000,000	*	6,000,000
JMG Capital Partners, LP.....	5,500,000	*	5,500,000
JMG Triton Offshore Fund, Ltd.(12).....	33,000,000	1.87	33,000,000
J.P. Morgan Securities, Inc.(13).....	36,940,000	2.09	36,940,000
Kaman Corporation Employees' Pension Fund.....	1,356,000	*	1,356,000
KBC Financial Products USA.....	9,000,000	*	9,000,000
Lakeshore International Ltd.....	2,100,000	*	2,100,000
Lehman Brothers Inc.(14).....	27,500,000	1.56	27,500,000
LibertyView Funds L.P.....	12,000,000	*	12,000,000
Liberty View Fund LLC.....	3,000,000	*	3,000,000
LibertyView Global Volatility Fund.....	9,000,000	*	9,000,000
Lutheran Brotherhood.....	6,400,000	*	6,400,000
Lydian Overseas Partners Master Fund(15).....	65,000,000	3.68	65,000,000
Lyxor Master Fund.....	500,000	*	500,000
Merrill Lynch Investment Managers -- Quantitative Advisers(16).....	110,000,000	6.23	110,000,000
Morgan Stanley & Co.(17).....	50,000,000	2.83	50,000,000
Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund.....	840,000	*	840,000
Nomura Securities International Inc.	17,500,000	*	17,500,000
Ohio National fund, Inc., on behalf of its Equity Income Portfolio.....	140,000	*	140,000
Oppenheimer Convertible Securities Fund.....	15,000,000	*	15,000,000
Pitney Bowes, Inc. Pension Plan.....	2,728,000	*	2,728,000
Royal Bank of Canada.....	10,000,000	*	10,000,000
Sagamore Hill Hub Fund Ltd.....	10,000,000	*	10,000,000
Shell Pension Trust.....	4,416,000	*	4,416,000
Solomon Smith Barney Inc.	500,000	*	500,000

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Springfield Contributory Retirement Fund.....	662,000	*	662,000
State of Florida Division of Treasury.....	2,800,000	*	2,800,000
Sutter Health Retirement Plan.....	1,325,000	*	1,325,000
Teachers Insurance and Annuity Association(17).....	27,000,000	1.53	27,000,000
TQA Master Fund, Ltd.....	1,000,000	*	1,000,000
TQA Master Plus Fund, Ltd.....	9,000,000	*	9,000,000
Tribeca Investments, L.L.C.(18).....	70,000,000	3.96	70,000,000
UBS AG, London Branch(19).....	110,000,000	6.23	110,000,000
UBS O'Conner LLC f/b/o O'Conner Global Convertible Portfolio.....	1,000,000	*	1,000,000
UBS O'Conner LLC f/b/o UBS Global Equity Arbitrage Master Ltd.....	15,000,000	*	15,000,000
Value Line Convertible Fund, Inc.	2,000,000	*	2,000,000
Van Kampen Harbor Fund (20).....	21,000,000	1.19	21,000,000
Van Kampen Utility Fund.....	9,000,000	*	9,000,000
White River Securities L.L.C.....	7,500,000	*	7,500,000
Wilmington Trust Company, as owner trustee for the Forrestal Funding Master Trust (21).....	25,000,000	1.42	25,000,000
Zola Partners, L.P.....	2,500,000	*	2,500,000
Any other holder of the debentures or future transferee from any such holder(26) (27).....	225,567,000	12.77	225,567,000

* Less than 1%

- (1) Because a selling security holder may sell all or a portion of the debentures and common stock pursuant to this prospectus, no estimate can be given as to the number or percentage of debentures and common stock that the selling security holder will hold upon termination of any sales.
- (2) None of the selling security holders beneficially owns one percent or more of the common stock.
- (3) The address of Banc of America Securities LLC is 9 West 57th Street, 29th Floor, New York, New York 10019.
- (4) The address of BBT Fund is 201 Main Street, Suite 3300, Ft. Worth, Texas 76102.
- (5) The address of Credit Suisse First Boston Corporation is 5 World Trade Center, New York, New York 10048.
- (6) The address of Deutsche Bank Alex Brown Inc is 1251 Avenue of the Americas, 26th Floor, New York, New York 10020.
- (7) The address of Federated Equity Income Fund is Federated Investors Tower, 1001 Liberty Avenue, Pittsburgh, PA 15222.
- (8) The address of First Union Securities, Inc./BK Trading is 8739 Research Drive, Charlotte, NC 28262.
- (9) The address of Goldman Sachs and Company is 180 Maiden Lane, 8th Floor, New York, New York 10038.
- (10) The address of Hamilton Partners Limited is 415 Madison Avenue, 19th Floor, New York, New York 10017.
- (11) The address of Highbridge International LLC is 767 5th Ave., 23rd Floor, New York, New York 10153.
- (12) The address of JMG Triton Offshore Fund, Ltd. is 1999 Avenue of the Stars, Suite 2530, Los Angeles, California 90067.
- (13) The address of J.P. Morgan Securities Inc. is 1500 Stanton-Christiana Road, Newark, DE 19713.
- (14) The address of Lehman Brothers Inc. is 3 World Financial Center, 6th Floor, New York, New York 10285.
- (15) The address of Lydian Overseas Partners Master Fund is c/o Lydian Asset Management L.P., 101 East 52nd Street, 36th Floor, New York, New York 10022.
- (16) The address of Merrill Lynch Investment Managers -- Quantitative Advisers is Two World Financial Center, 16th Floor, New York, New York 10281.
- (17) The address of Teachers Insurance and Annuity Association is 730 Third Avenue, New York, New York 10017.

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- (18) The address of Tribeca Investments LLC is 399 Park Avenue, New York, New York 10043.
- (19) The address of UBS AG, London Branch is 100 Liverpool Street, London EC 2M.
- (20) The address of Van Kampen Harbor Fund is c/o Van Kampen Asset Management, Inc., 2800 Post Oak Blvd., Houston, Texas 77056.
- (21) The address of Wilmington Trust Company is c/o Banc of America Securities LLC, 9 West 57th Street, 29th Floor, New York, New York 10019.

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- (25) Does not include 112,044 shares of common stock held by affiliates of Allstate Insurance Company.
- (26) Does not include 301,555 shares of common stock held by affiliates of Allstate Life Insurance Company.
- (27) Does not include 2,402,740 shares of common stock held by affiliates of Van Kampen Harbor Fund.
- (28) Does not include 2,358,117 shares of common stock held by affiliates of Van Kampen Utility Fund.
- (29) Information concerning other selling holders of debentures or underlying common stock will be set forth in prospectus supplements from time to time, if required.
- (30) Assumes that any other holders of debentures, or any future transferees, pledgees, donees or successors of or from any such other holders of debentures do not beneficially own any common stock other than the common stock issuable upon conversion of the debentures at the initial conversion rate.

None of the selling security holders named above has, within the past three years, held any position, office or other material relationship with us or any of our predecessors or affiliates, except as noted above.

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