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EL PASO CORP/DE
Form 8-A12B
June 19, 2002

As filed with the Securities and Exchange Commission on June 19, 2002

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

EL PASO CORPORATION
EL PASO CAPITAL TRUST II
EL PASO CAPITAL TRUST III
(Exact name of registrant as specified in its charter)

EL PASO BUILDING
1001 LOUISIANA STREET
HOUSTON, TEXAS 77002
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(713) 420-2600
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION) 76-0568816
(I.R.S. EMPLOYER IDENTIFICATION NO.)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| | |
|---|---|
| Title of each class to be so registered ----- | Name of each exchange on which each class is to be registered ----- |
| EQUITY SECURITY UNITS | NEW YORK STOCK EXCHANGE |

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the follow box. |X|

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the follow box. |_ |

Securities Act registration statement file number to which this form relates: 333-82412
333-82412-01
333-82412-02

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

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Item 1. Description of Registrant's Securities to be Registered.

The description of the ___% Equity Security Units (the "Units") of El Paso Corporation, a Delaware corporation ("El Paso"), registered hereby is contained under the headings "Description of the Equity Security Units," "Description of the Senior Notes" and "Description of Capital Stock" in the Prospectus Supplement dated June __, 2002, to the Prospectus dated February 27, 2002, forming a part of El Paso's Registration Statement on Form S-3 (File Nos. 333-82412, 333-82412-01 and 333-82412-02) filed with the Securities and Exchange Commission (the "Commission") on February 8, 2002, as declared effective by the Commission on February 27, 2002 (as the same may be amended or supplemented from time to time, the "Registration Statement"), and is hereby incorporated herein by reference. For purposes of such description, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which purports to describe the Units shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

See Exhibit Index.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Form 8-A Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 19, 2002

EL PASO CORPORATION

By: /s/ Peggy A. Heeg

Peggy A. Heeg
Executive Vice President and
General Counsel

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|----------------|---|
| ----- 3.A* | ----- Restated Certificate of Incorporation of El Paso, as filed |

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with the Delaware Secretary of State on February 7, 2001, as amended on May 23, 2002.

- 3.B Restated By-Laws of El Paso (incorporated by reference to Exhibit 3.B to El Paso's Form 8-K dated February 14, 2001).
- 4.A Amended and Restated Shareholder Rights Agreement, between El Paso and BankBoston, N.A. dated January 20, 1999 (incorporated by reference to Exhibit 1 to El Paso's Registration Statement on Form 8-A/A Amendment No. 1 filed January 29, 1999).
- 4.B* Certificate of Elimination and Retirement of Series B Mandatorily Convertible Single Reset Preferred Stock and Series C Mandatorily Convertible Single Reset Preferred Stock of El Paso as filed with the Delaware Secretary of State on May 23, 2002.
- 4.C Purchase Contract between The Coastal Corporation and The Bank of New York as Purchase Contract Agent and First Supplement to the Purchase Agreement dated as of January 29, 2001 among The Coastal Corporation, El Paso and The Bank of New York, as Purchase Contract Agent (incorporated by reference to Exhibit 4.D to El Paso's 2000 Form 10-K).
- 4.D Indenture dated as of May 10, 1999, by and between El Paso and JPMorgan Chase Bank (formerly The Chase Manhattan Bank), as Trustee (incorporated by reference to Exhibit 4.1 to El Paso's Form 8-K dated May 10, 1999).
- 4.E** Eighth Supplemental Indenture between El Paso and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as Trustee.
- 4.F** Form of Senior Note due August 16, 2007.
- 4.G** Purchase Contract Agreement between El Paso and JPMorgan Chase Bank, as Purchase Contract Agent.
- 4.H** Form of Equity Security Unit.
- 4.I** Form of Stripped Equity Security Unit.
- 4.J** Pledge Agreement among El Paso, The Bank of New York, as Collateral Agent, Securities Intermediary and Custodial Agent, and JPMorgan Chase Bank, as Purchase Contract Agent.
- 4.K** Remarketing Agreement among El Paso, JPMorgan Chase Bank, as Purchase Contract Agent, and Credit Suisse First Boston Corporation, as Remarketing Agent.
- 99.A Prospectus (incorporated by reference to the Registration Statement on Form S-3 (Registration Nos. 333-82412, 333-82412-01 and 333-82412-02)).

* Filed herewith.

** To be filed by amendment.