

EL PASO CORP/DE
Form 8-K
August 10, 2005

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report:
August 10, 2005

(Date of Earliest Event Reported: August 10, 2005)

EL PASO CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of
incorporation or
organization)

1-14365
(Commission File
Number)

76-0568816
(I.R.S. Employer
Identification No.)

El Paso Building
1001 Louisiana Street
Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (713) 420-2600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Effective August 10, 2005, the Compensation Committee of our Board of Directors approved a new annual base salary for Mr. Leland payable at a rate of \$450,000 and a new target annual cash incentive bonus opportunity for 2005 at a rate of 60% of base salary. Mr. Leland's annual cash incentive bonus may range from a minimum of 0% to a maximum of 135% of base salary depending on the level of both individual and company performance. The Compensation Committee also authorized a grant of long-term incentive awards in the form of stock options to purchase 50,000 shares of our common stock at a price equal to the fair market value of the stock on the date of grant and 25,000 shares of restricted common stock. The stock options will vest in four equal annual installments beginning one year from the date of grant. The restrictions on the shares of restricted stock will lapse in three equal annual installments beginning one year from the date of grant. In addition, Mr. Leland will be eligible to participate in all other plans and programs available to our executive officers, as further described in our 2005 proxy statement.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On July 18, 2005, we announced that D. Mark Leland was being appointed Executive Vice President and Chief Financial Officer, and will serve as our principal financial officer. Mr. Leland's appointment was effective August 10, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, El Paso Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EL PASO CORPORATION

By:

/s/ David L. Siddall
David L. Siddall
*Vice President, Chief Governance Officer
and Corporate Secretary*

Dated: August 10, 2005