

EL PASO NATURAL GAS CO  
Form 8-K  
March 23, 2007

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**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: **March 22, 2007**

**EL PASO NATURAL GAS COMPANY**  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of  
incorporation or  
organization)

1-2700  
(Commission File  
Number)

74-0608280  
(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 7.01. Regulation FD Disclosure.**

On March 22, 2007, we announced that we have commenced a cash tender offer and a related consent solicitation for a certain series of our outstanding notes. A copy of the press release announcing the tender offer and consent solicitation is attached as Exhibit 99.A.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.A	Press Release dated March 22, 2007.

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**SIGNATURES**

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

**EL PASO NATURAL GAS COMPANY**

**By:** */s/ John R. Sult*  
**John R. Sult**  
*Senior Vice President, Chief  
Financial Officer and Controller  
(Principal Accounting and  
Financial Officer)*

**Dated: March 22, 2007**

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.A	Press Release dated March 22, 2007.