

El Paso Pipeline Partners, L.P.  
 Form 4  
 May 24, 2012

**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)  
 05/24/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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 Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D) Price			
Common Units	05/24/2012		P		1,920,751	A	\$ 33.06 <u>(1) (2)</u> <u>(3) (4)</u>	90,320,810	I	See footnotes <u>(1) (2) (3)</u>

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

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SEC 1474 (9-02)

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

## Edgar Filing: El Paso Pipeline Partners, L.P. - Form 4

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 Following Transaction (Instr. 5)
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## 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	05/24/2012
__Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline Holding Company, L.L.C.	05/24/2012
__Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline LP Holdings, L.L.C.	05/24/2012
__Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline GP Company, L.L.C.	05/24/2012
__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).

On May 17, 2012, the Issuer entered into a Contribution Agreement (the "Contribution Agreement") with El Paso Pipeline GP Company, L.L.C. (the "General Partner"), El Paso Corporation, El Paso LLC, El Paso Noric Investments III, L.L.C., Colorado Interstate Gas Company, L.L.C. ("CIG"), El Paso CNG Company, L.L.C., El Paso Cheyenne Holdings, L.L.C., Cheyenne Plains Investment Company, L.L.C. ("Cheyenne Plains Investment"), El Paso Pipeline Corporation, El Paso Pipeline Holding Company, L.L.C. ("Holdco"), El Paso Pipeline LP Holdings, L.L.C. ("Holdings") and El Paso Pipeline Partners Operating Company, L.L.C. Pursuant to the Contribution Agreement, the Issuer issued 1,920,751 newly issued Common Units to Holdings as partial consideration for a 100% member interest in Cheyenne Plains Investment and a 14% member interest in CIG.

Concurrently with the issuance of the Common Units in connection with closing of the transactions contemplated by the Contribution Agreement, the General Partner received 39.199 additional general partner units in the Issuer after contributing approximately \$1 million in order to maintain its 2% general partner interests in the Issuer.

As of May 24, 2012, El Paso Corporation directly and indirectly owns 100% of El Paso LLC, which owns 100% of Holdco, which owns 100% of each of Holdings and the General Partner. Accordingly, El Paso Corporation and Holdco are the indirect beneficial owners of the 90,320,810 Common Units, the 2% general partner interest and the incentive distribution rights of the Issuer.

The number of Common Units issued was determined based upon a price of \$33.06 representing the average of the closing price of the Common Units calculated for the 20 day trading period ended May 22, 2012.

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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