

EL PASO CORP/DE
Form DEFA14A
March 17, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

El Paso Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EL PASO CORPORATION Annual Meeting of Stockholders to be held on May 6, 2009**

IMPORTANT NOTICE ** Regarding the Availability of Proxy Materials Proxy Materials Available You are receiving this communication because you hold shares in the Notice of Annual Meeting and Proxy Statement above company, and the materials you should review before you cast your Annual Report on Form 10-K vote are now available. 2008 Summary Report This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important PROXY MATERIALS VIEW OR RECEIVE information contained in the proxy materials before voting. You can choose to view the materials online or receive a paper or e-mail copy. If you want to receive a paper or e-mail copy of these materials, you must request one. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed below on or before 4/22/09. EL PASO CORPORATION HOW TO VIEW MATERIALS VIA THE INTERNET 1001 LOUISIANA STREET ROOM 2950 Have the 12 Digit Control Number available and visit: HOUSTON, TX 77002 www.proxyvote.com HOW TO REQUEST A COPY OF MATERIALS 1) BY INTERNET - www.proxyvote.com 2) BY TELEPHONE 1-800-579-16393) BY E-MAIL * sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line. R1ELP1 See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information How To Vote Meeting Type: Annual Meeting of Stockholders Vote In Person
Meeting Date: May 6, 2009 Meeting Time: 9:00 a.m., Central Time You may choose to attend and vote in person at the Record Date: Close of business on March 11, 2009 Annual Meeting of Stockholders.
Instructions for attending and voting at the Annual Meeting of Meeting Location: Stockholders are included in the Notice of Annual Meeting and the Proxy Statement. Please check these Doubletree Hotel Houston Downtown instructions for requirements for meeting attendance 400 Dallas Street and voting in person. Houston, Texas 77002 Meeting Directions: Vote By Internet Traveling South on I-45, from Bush Intercontinental Airport (IAH) Take I-45 South from the airport. Follow the signs To vote now by Internet, go to WWW.PROXYVOTE.COM. to downtown. Take the McKinney Street exit which is to Use the Internet to transmit your voting instructions and the left. Turn right on Bagby Street and then turn left for electronic delivery of information up until 11:59 P.M. onto Dallas Street. The Hotel will be on the right. Eastern Time on May 5, 2009. Have your notice in hand when you access the web site and follow the instructions. Traveling South on Hwy 59, from Bush Intercontinental Airport (IAH) Take Hwy 59 South towards downtown. Exit I-10 West. Take I-10 West to I-45 South. Take the McKinney Vote By Mail Street exit which is to the left. Turn right on Bagby Street and then turn left onto Dallas Street. The Hotel will be You can vote by mail by requesting a paper copy of the on the right. materials, which will include a proxy card. Traveling North on I-45, from South Houston Take I-45 North and take the Houston Ave exit. Turn right onto Rusk Street. Turn right onto Bagby Street and then turn left onto Dallas Street. The Hotel will be on the right.

Voting Proposals THE BOARD OF DIRECTORS RECOMMENDS A THE BOARD OF DIRECTORS
RECOMMENDS VOTE FOR EACH DIRECTOR UNDER A VOTE FOR PROPOSAL 2. PROPOSAL
1.1. Election of Directors 2. Approval of the El Paso Corporation 2005 Omnibus Incentive Compensation
Plan, as Nominees: amended and restated, to increase the number of shares available for issuance 1a. Juan
Carlos Braniff by 12.5 million. THE BOARD OF DIRECTORS RECOMMENDS 1b. James L. Dunlap A
VOTE FOR PROPOSAL 3. 1c. Douglas L. Foshee 3. Approval of the El Paso Corporation Employee
Stock Purchase Plan, as amended and restated, to extend the term 1d. Robert W. Goldman of the plan
until such time as no additional shares remain available for purchase. 1e. Anthony W. Hall, Jr. THE
BOARD OF DIRECTORS RECOMMENDS 1f. Thomas R. Hix A VOTE FOR PROPOSAL 4. 1g. Ferrell
P. McClean 4. Ratification of the Appointment of Ernst & Young LLP as our Independent Registered
Public Accounting Firm for the fiscal year 1h. Steven J. Shapiro ending December 31, 2009. 1i. J. Michael
Talbert 1j. Robert F. Vagt 1k. John L. Whitmire R1ELP3 PLEASE NOTE THIS IS NOT A PROXY
CARD To Vote These Shares, You Must Follow the Instructions Contained In This Notice

R1ELP4