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EL PASO CORP/DE
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

El Paso Corporation
(Name of Issuer)

Common Stock, par value \$3.00 per share
(Title of Class of Securities)

28336L109
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)
/X/ Rule 13d-1(c)
/ / Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
High River Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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- 5 SOLE VOTING POWER
14,455,749 **
- 6 SHARED VOTING POWER
0
- 7 SOLE DISPOSITIVE POWER
14,455,749 **
- 8 SHARED DISPOSITIVE POWER
0
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,455,749 **
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.87%**
- 12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

- 1 NAME OF REPORTING PERSON
Hopper Investments LLC
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
 - 3 SEC USE ONLY
 - 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 5 SOLE VOTING POWER
0
 - 6 SHARED VOTING POWER
14,455,749 **
 - 7 SOLE DISPOSITIVE POWER
0
 - 8 SHARED DISPOSITIVE POWER
14,455,749 **
 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,455,749 **
 - 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.87% **

12 TYPE OF REPORTING PERSON
OO

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Barberry Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
14,455,749 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
14,455,749 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,455,749 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.87% **

12 TYPE OF REPORTING PERSON
CO

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Partners LP

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
22,148,060 **

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
22,148,060 **

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,148,060 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.86% **

12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Partners Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
23,997,108 **

6 SHARED VOTING POWER
0

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7 SOLE DISPOSITIVE POWER
23,997,108 **

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,997,108 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.10% **

12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Partners Master Fund II L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
8,109,918 **

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
8,109,918 **

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,109,918 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.05% **

12 TYPE OF REPORTING PERSON
PN

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** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund III L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5 SOLE VOTING POWER
3,567,908 **
- 6 SHARED VOTING POWER
0
- 7 SOLE DISPOSITIVE POWER
3,567,908 **
- 8 SHARED DISPOSITIVE POWER
0
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,567,908 **
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.46% **
- 12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

- 1 NAME OF REPORTING PERSON
Icahn Offshore LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
35,674,934 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
35,674,934 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,674,934 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.61% **

12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Onshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
22,148,060 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
22,148,060 **

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,148,060 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.86% **

12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
57,822,994 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
57,822,994 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,822,994 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.47% **

12 TYPE OF REPORTING PERSON
PN

** See Item 4.

SCHEDULE 13G

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CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
IPH GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
57,822,994 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
57,822,994 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,822,994 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.47% **

12 TYPE OF REPORTING PERSON
OO

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER

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0

- 6 SHARED VOTING POWER
57,822,994 **
- 7 SOLE DISPOSITIVE POWER
0
- 8 SHARED DISPOSITIVE POWER
57,822,994 **
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,822,994 **
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.47% **
- 12 TYPE OF REPORTING PERSON
PN
- ** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

- 1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 5 SOLE VOTING POWER
0
- 6 SHARED VOTING POWER
57,822,994 **
- 7 SOLE DISPOSITIVE POWER
0
- 8 SHARED DISPOSITIVE POWER
57,822,994 **
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,822,994 **
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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7.47% **

12 TYPE OF REPORTING PERSON
CO

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
57,822,994 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
57,822,994 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,822,994 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.47% **

12 TYPE OF REPORTING PERSON
CO

** See Item 4.

SCHEDULE 13G

CUSIP No. 28336L109

1 NAME OF REPORTING PERSON
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
72,278,743 **

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
72,278,743 **

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
72,278,743 **

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.34% **

12 TYPE OF REPORTING PERSON
IN

** See Item 4.

SCHEDULE 13G

ITEM 1

(a) Name of Issuer:
El Paso Corporation

(b) Address of Issuer's Principal Executive Offices:
El Paso Building, 1001 Louisiana Street, Houston, Texas 77002

ITEM 2

(a) Name of Person Filing:

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II L.P. ("Icahn Master II"), Icahn Partners Master Fund III L.P. ("Icahn Master III"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn (collectively, the "Reporting Persons").

Barberry is the sole member of Hopper, which is the general partner of High

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River. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 93.01% of the outstanding depository units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

(b) Address of Principal Business Office:

The address of the principal business office of (i) each of High River, Hopper, Barberry, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, (ii) each of Icahn Master, Icahn Master II and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands, and (iii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.

(c) Citizenship:

Each of High River, Icahn Partners, Icahn Offshore, Icahn Onshore, Icahn Capital, and Icahn Enterprises Holdings is a Delaware limited partnership. Each of Hopper and IPH is a Delaware limited liability company. Each of Barberry, Icahn Enterprises GP, and Beckton is a Delaware corporation. Each of Icahn Master, Icahn Master II and Icahn Master III is a Cayman Islands exempted limited partnership. Carl C. Icahn is a citizen of the United States of America.

(d) Title of Class of Securities:

Common Stock, \$3.00 par value per share ("Shares")

(e) CUSIP Number:

28336L109

ITEM 3 If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

ITEM 4 Ownership

(a) Amount Beneficially Owned:

The Reporting Persons may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act")), in the aggregate, 72,278,743 Shares, as of December 31, 2011. The information set forth in the cover pages hereto is hereby incorporated in its entirety herein by reference thereto. As of December 31, 2011, High River has sole voting power and sole dispositive power with regard to 14,455,749 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. As of December 31, 2011, Icahn Master has sole voting power and sole dispositive power with regard to 23,997,108 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power

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and shared dispositive power with regard to such Shares. As of December 31, 2011, Icahn Master II has sole voting power and sole dispositive power with regard to 8,109,918 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. As of December 31, 2011, Icahn Master III has sole voting power and sole dispositive power with regard to 3,567,908 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. As of December 31, 2011, Icahn Partners has sole voting power and sole dispositive power with regard to 22,148,060 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(b) Percent of Class

As of December 31, 2011, the Shares beneficially owned by the Reporting Persons represent approximately 9.34% of the Issuer's outstanding Shares (based upon the 773,738,056 Shares stated to be outstanding by the Issuer as of January 20, 2012 in the Issuer's Schedule 14A filed with the Securities and Exchange Commission on February 1, 2012).

(c) Number of Shares as to which each Reporting Person has (i) Sole power to vote or to direct the vote, (ii) Shared power to vote or to direct the vote, (iii) Sole power to dispose or to direct the disposition of, (iv) Shared power to dispose or to direct the disposition of:

The information set forth in the cover pages hereto and in item 4(a) above is hereby incorporated in its entirety herein by reference thereto.

ITEM 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person

NOT APPLICABLE

ITEM 7 Identification and Classification of the Subsidiary Which Acquired the

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Security Being Reported on by the Parent Holding Company or Control Person

NOT APPLICABLE

ITEM 8 Identification and Classification of Members of the Group

NOT APPLICABLE

ITEM 9 Notice of Dissolution of Group

NOT APPLICABLE

SIGNATURES

ITEM 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement on Schedule 13G is true, complete and correct.

Dated: February 14, 2012

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP
ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.
HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP
By: IPH GP LLC, its general partner
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
IPH GP LLC
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES HOLDINGS L.P.
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES G.P. INC.

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By: /s/ Dominick Ragone

Name: Dominick Ragone

Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature page to Schedule 13G, Amendment No. 1 - El Paso Corporation]