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EL PASO NATURAL GAS CO

Form 8-K

June 15, 2004

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: June 14, 2004  
(Date of Earliest Event Reported: June 14, 2004)

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

Delaware	1-2700	74-0608280
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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

Item 5. Other Events and Regulation FD Disclosure  
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On June 14, 2004, our parent company, El Paso Corporation, announced that the Master Settlement Agreement related to the Western Energy crisis became effective on June 11, 2004. The Master Settlement Agreement resolves the principal litigation and claims against us, El Paso Corporation and certain other of its subsidiaries relating to the sale or delivery of natural gas and electricity in the Western United States. A copy of this press release is attached as Exhibit 99.A and is incorporated herein by reference.

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Item 7. Financial Statements and Exhibits

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(c) Exhibits.

Exhibit Number -----	Description -----
99.A	Press Release dated June 14, 2004.

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/Greg G. Gruber  
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Greg G. Gruber  
Senior Vice President,  
Chief Financial Officer,  
Treasurer and Director  
(Principal Financial and  
Accounting Officer)

Dated: June 14, 2004

EXHIBIT INDEX

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