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EL PASO NATURAL GAS CO

Form 8-K

August 10, 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: August 10, 2004  
(Date of Earliest Event Reported August 10, 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 August 10, 2004, our parent company, El Paso Corporation, announced that it had received additional waivers on our \$3-billion revolving credit facility and certain other financings. In connection with these waivers, we amended the \$3-billion revolving credit facility to (i) limit our ability and that of our consolidated subsidiaries to repay indebtedness that is not scheduled to occur before June 30, 2005 (the maturity date under such revolving credit facility) and (ii) modify one of the events of default under the credit facility. A copy of this press release is attached as Exhibit 99.A and is incorporated herein by

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reference. A copy of the full amendment is attached as Exhibit 99.B and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

Exhibit Number -----	Description -----
99.A	Press Release dated August 10, 2004.
99.B	Second Amendment to the \$3,000,000,000 Revolving Credit Agreement and Third Waiver dated as of August 6, 2004 among El Paso Corporation, El Paso Natural Gas Company, Tennessee Gas Pipeline Company, ANR Pipeline Company and Colorado Interstate Gas Company, as Borrowers, the Lenders party hereto and JPMorgan Chase Bank, as Administrative Agent, ABN AMRO Bank N.V. and Citicorp North America, Inc., as Co-Documentation Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents.

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: August 10, 2004

EXHIBIT INDEX

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Gas Company, as Borrowers, the Lenders party hereto and JPMorgan Chase Bank, as Administrative Agent, ABN AMRO Bank N.V. and Citicorp North America, Inc., as Co-Documentation Agents, Bank of America, N.A. and Credit Suisse First Boston, as Co-Syndication Agents.