

El Paso Pipeline Partners, L.P.
Form 4
October 02, 2008

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)
09/30/2008

____ Director
____ Officer (give title below)
__X__ 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
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	09/30/2008		P		26,888,611	A	\$ 17.182
							55,326,397
							(1) (2) (3)
							I
							See footnotes (1) (2)

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)

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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 Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	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	10/02/2008
**Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline Holding Company, L.L.C.	10/02/2008
**Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline LP Holdings, L.L.C.	10/02/2008
**Signature of Reporting Person	Date
/s/ Robert W. Baker for El Paso Pipeline GP Company, L.L.C.	10/02/2008
**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).

(1) Pursuant to the Contribution and Exchange Agreement, dated September 17, 2008 (the "Contribution Agreement"), by and among El Paso Corporation ("EP"), El Paso Noric Investments III, L.L.C., Colorado Interstate Gas Company ("CIG"), El Paso SNG Holding Company, L.L.C., Southern Natural Gas Company ("SNG"), EPPP SNG GP Holdings, L.L.C., EPPP CIG GP Holdings, L.L.C., El Paso Pipeline GP Company, L.L.C. (the "GP"), El Paso Pipeline LP Holdings, L.L.C. ("Holdings"), the Issuer and El Paso Pipeline Partners Operating Company, L.L.C., the Issuer issued 26,888,611 Common Units to EP as partial consideration for an additional 30 percent general partner interest in CIG and an additional 15 percent general partner interest in SNG (the "Transaction").

(2) As of September 30, 2008, El Paso Corporation ("EP") directly and indirectly owns 100% of El Paso Pipeline Holding Company, L.L.C. ("El Paso LLC"), which owns 100% of each of Holdings and the GP. Accordingly, EP and El Paso LLC are the indirect beneficial owners of the 55,326,397 Common Units, the 2% general partner interest, the incentive distribution rights and the subordinated units of the Issuer.

(3) The number of Common Units was determined based upon the \$17.182 average of the closing sales price of the Common Units as of each trading day in the five day period ending on September 15, 2008.

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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