KUEHN RONALD L JR Form 4 February 26, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

First) (M on	,	of Repoi	rting	ntification N g Person, voluntary)	lumber		Statement for	X Director	_	
	Kuehn, Jr., Ronald L. (Last) (First) (Middle) El Paso Corporation 1900 Fifth Avenue North, 20th Floor						nth/Day/Year 25/03	<u>X</u> Director 10% Owner Officer (give title below) Other (specify below)		
(Street) Birmingham, AL 35203						Dat	U	(Check Applicat X Form filed by Person Form filed by	One Reporting More than One	
(City) (State) (Zip)					erivati	urities Acquired, Disp	sposed of, or Beneficially Owned			
tion ate Ionth/ Day/ ear)	Execution Date, if any (Month/Day/	action Co	ode	(A) or Dispo	osed of	(D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
35 (T at 10	5203 State) (Trans- on e onth/ Day/ r)	State) (Zip) Trans- 2A. Deemed on Execution e Date, onth/ Day/ if any	State) (Zip) T Trans- 2A. Deemed 3. Trans- on Execution action C e Date, (Instr. 8) onth/Day/ if any Code r) (Month/Day/ Code	State) (Zip) Table Trans- on 2A. Deemed 3. Trans- action Code e Date, (Instr. 8) onth/ Day/ if any Code V	State) (Zip) Table I Non-D Grans- on 2A. Deemed 3. Trans- action Code 4. Securities (A) or Disp. e Date, (Instr. 8) (Instr. 3, 4 & Code ynth/Day/ if any Code V	State) (Zip) Table I Non-Derivati Trans- 2A. Deemed 3. Trans- 4. Securities Acqui on Execution action Code (A) or Disposed of e Date, (Instr. 8) (Instr. 3, 4 & 5) onth/Day/ Code V Amount (A) or	State) (Zip) Table I Non-Derivative Sec Grans- 2A. Deemed 3. Trans- 4. Securities Acquired on Execution action Code (A) or Disposed of (D) e Date, (Instr. 8) (Instr. 3, 4 & 5) onth/Day/ Code V Amount (A) or Price	5203Date of Original (Month/Day/Year)State)(Zip)Table I Non-Derivative Securities Acquired, Dispo Securities Acquired, Dispo Securities AcquiredState)(Zip)Table I Non-Derivative Securities Acquired, Dispo (A) or Disposed of (D)Securities Acquired, Dispo SecuritiesTrans- action Code3. Trans- action Code4. Securities Acquired (A) or Disposed of (D)5. Amount of SecuritiesDate, nth/Day/ r)(Instr. 3, 4 & 5)BeneficiallyCode (Month/Day/VAmount or(A) orPrice or	5203 Date of Original (Check Applicate Check Ap	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)												
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature		
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect		
Security	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial		
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative			
		Day/	Day/	8)	Disposed				Reported	Security:			
		Year)	Year)		of (D)				Transaction(s)	Direct			
									(Instr. 4)	(D)			
					(Instr. 3, 4					or			

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				& 5)							Indirect	
			Code V	/ (A)	 Date Exer-cisable	Expira- tion		Amount or			(I) (Instr. 4)	
						Date		Number of				
								Shares				
Deferred Stock <u>(1)</u>	1 for 1	02/24/03	Α	64.387	(2)		Common Stock	64.387	46.593			
Deferred Stock ⁽¹⁾	1 for 1	02/25/03	A	32.622	(2)		Common Stock	32.622	45.981	15,588.799	D	

Explanation of Responses:

(1) Deferred stock units acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan and are to be settled in Praxair common stock upon the reporting person's retirement or termination of service. (2) See Note (1) above.

> By: /s/ <u>Mark S. Lyon</u> Attorney-in-fact **Signature of Reporting Person

February 26, 2003 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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