

EL PASO ELECTRIC CO /TX/  
Form 8-K  
March 26, 2007

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

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

March 20, 2007

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**El Paso Electric Company**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other

jurisdiction of

incorporation)

**0-296**  
(Commission File Number)

**74-0607870**  
(I.R.S. Employer

Identification No.)

**Stanton Tower, 100 North Stanton, El Paso, Texas**  
(Address of principal executive offices)

**(915) 543-5711**

**79901**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers  
(e) Adoption of Material Compensatory Plan, Contract or Arrangement**

On March 20, 2007, the Compensation Committee (the Committee) of the Board of Directors of El Paso Electric Company (the Company) approved a revised form of Change in Control Agreement to be entered into with the Company's executive officers. The revised Change in Control Agreement eliminates the tax reimbursements for any excise tax as a result of Section 280G of the Internal Revenue Code. Instead, participants either will receive their full benefits and be responsible for paying any such excise tax or will receive benefits in a lesser amount that will not be subject to the excise tax. Otherwise, the revised form of Change in Control Agreement provides substantially the same severance benefits for certain involuntary or constructive terminations following a change in control as under the previous form of Change in Control Agreement described in the Company's Form 8-K filed on March 10, 2005.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

9.1 Form of Amended and Restated Change of Control Agreement.

*SIGNATURE*

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EL PASO ELECTRIC COMPANY**

By: /s/ GARY D. SANDERS  
Name: Gary D. Sanders  
Title: General Counsel

Dated: March 26, 2007