

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Panhandle Eastern Pipe Line Company, LLC

(Exact name of Registrant as Specified in Charter)

Delaware

44-0382470

(State of incorporation
or Organization)

(I.R.S. Employer Identification No.)

P.O. Box 4967
Houston, TX
(713) 989-7700

77210-4967

(Address of Principal
Executive Office)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), Act and is effective pursuant to General Instruction please check the following box: A.(d), please check the following box:

Securities Act registration statement file number to which this form relates: 333-111178

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

4.80% Senior Notes due 2008, Series B New York Stock Exchange
6.05% Senior Notes due 2013, Series B New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The classes of securities to be registered hereby are the 4.80% Senior Notes due 2008, Series B, and the 6.05% Senior Notes due 2013, Series B (together, the "Senior Notes"), of Panhandle Eastern Pipe Line Company, LLC, a Delaware limited liability company (the "Registrant").

For a description of the Registrant's Senior Notes, reference is made to the description included under the caption "Description of the Exchange Notes" in the prospectus included in the Rule 424(b) filing made by the Registrant under the registration statement on Form S-4 (file no. 333-111178), which description is incorporated herein by reference.

Item 2. Exhibits.

Exhibit No.

Description

4.1 Indenture dated as of March 29, 1999, between the Registrant (successor to Panhandle Eastern Pipe Line Company and CMS Panhandle Holding Company) and J.P. Morgan Trust Company, N.A. (successor to NBD Bank), as Trustee (Filed as Exhibit 4(b) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 and incorporated herein by reference).

4.2 Third Supplemental Indenture dated as of August 18, 2003, between the Registrant and J.P. Morgan Trust Company, N.A.

(f/k/a Bank One Trust Company, National Association), as Trustee (Filed as Exhibit 4(e) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 and incorporated herein by reference).

- 4.3 Form of 4.80% Senior Note due 2008 (Filed on December 15, 2003 as Exhibit 4(f) to the Registrant's Registration Statement on Form S-4 (File No. 333-111178) and incorporated herein by reference).
- 4.4 Form of 6.05% Senior Note due 2013 (Filed on December 15, 2003 as Exhibit 4(g) to the Registrant's Registration Statement on Form S-4 (File No. 333-111178) and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PANHANDLE EASTERN PIPELINE COMPANY, LLC

Dated: February 19, 2004

By: /S/ DAVID J. KVAPIL

Name: David J. Kvapil
Title: Executive Vice President
and Chief Financial Officer