

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: January 30, 2001

Enron Corp.  
(Exact name of registrant as specified in its charter)

Oregon  
(State or other jurisdiction of incorporation)

1-13159  
(Commission File Number)

47-0255140  
(IRS Employer Identification No.)

Enron Building  
1400 Smith Street  
Houston, Texas  
(Address of principal executive offices)

77002  
(Zip Code)

Registrant's telephone number, including area code: 713-853-6161

Item 5. Other Events.

The registrant is filing herewith its releases pursuant to Rule 135c of the Securities Act of 1933 in connection with its announcement of its plans to issue zero coupon convertible debt securities, convertible into Enron common stock.

Item 7. Exhibits.

- 99.1 Enron Corp. press release dated January 29, 2001
- 99.2 Enron Corp. press release dated January 30, 2001

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 hereunto duly authorized.

ENRON CORP.

By: /s/ REX R. ROGERS

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 Rex R. Rogers  
 Vice President and  
 Associate General Counsel

Dated: January 30, 2001

## INDEX TO EXHIBITS

Exhibit  
Number  
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99.1	Enron Corp. press release dated January 29, 2001
99.2	Enron Corp. press release dated January 30, 2001

[ENRON LOGO]

Enron  
P.O.Box 1188  
Houston, TX 77251-1188

News Release

Karen Denne  
(713) 853-9757

ENRON CORP. ANNOUNCES PLANS TO ISSUE CONVERTIBLE DEBT  
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FOR IMMEDIATE RELEASE: Monday, Jan. 29, 2001

HOUSTON -- Enron Corp. (NYSE: ENE) announced today that it plans to raise gross proceeds of approximately \$1.5 billion through an offering of 20-year, zero coupon convertible senior debt securities. The securities will be convertible into Enron common stock at a premium, to be determined. Enron, at its sole discretion, will have the option to settle the proposed instruments in cash or stock.

Most of the proceeds are expected to be used to refinance existing debt. Some of the proceeds may be used to repurchase common stock in conjunction with this offering.

The notes being issued and the shares of common stock into which they would be convertible have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Enron is one of the world's leading electricity, natural gas and communications companies. The company, with revenues of \$101 billion in 2000, markets electricity and natural gas, delivers physical commodities and financial and risk management services to customers around the world, and has developed an intelligent network platform to facilitate online business. Fortune magazine has named Enron "America's Most Innovative Company" for five consecutive years, the top company for "Quality of Management" and the second best company for "Employee Talent." Enron's Internet address is [www.enron.com](http://www.enron.com). The stock is traded under the ticker symbol "ENE."

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Although Enron believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward looking statements herein include success in marketing natural gas and power to wholesale customers; the ability to penetrate new retail natural gas and electricity markets, including the energy outsource market, in the United States and Europe; development of Enron's broadband network and customer demand for intermediation and content services; and conditions of the capital markets and equity markets during the periods covered by the forward looking statements.

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Karen Denne  
(713) 853-9757

ENRON CORP. PRICES CONVERTIBLE DEBT

FOR IMMEDIATE RELEASE: Tuesday, Jan. 30, 2001

HOUSTON--Enron Corp. announced today that it priced its offering of 20-year, zero coupon convertible senior debt securities. Gross proceeds of the offering will be \$1.25 billion (exclusive of any over-allotment option). The securities will carry a 2.125 percent yield to maturity with an aggregate face value of \$1.90 billion (exclusive of any over-allotment option) and will be convertible into common stock at an initial premium of 45 percent. Enron has granted the initial purchasers of the securities an option to purchase additional zero coupon convertible senior debt securities to cover over-allotments which, if exercised, would provide Enron with \$250 million in additional gross proceeds.

The notes being issued and the shares of common stock into which they would be convertible have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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