

FREEPORT MCMORAN COPPER &amp; GOLD INC

Form 4

February 18, 2005

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOFFETT JAMES R

2. Issuer Name **and** Ticker or Trading  
Symbol  
FREEPORT MCMORAN COPPER  
& GOLD INC [FCX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1615 POYDRAS STREET

(Street)

NEW ORLEANS, LA 70112

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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 Beneficial Ownership (Instr. 4)
Class B Common Stock					1,479,007	I	By Limited Liability Company
Class B Common Stock					21,510 <sup>(3)</sup>	I	By 401(k) plan
Class B Common Stock					7,552 <sup>(4)</sup>	I	By Spouse

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOFFETT JAMES R 1615 POYDRAS STREET NEW ORLEANS, LA 70112	X		Chairman of the Board	

## Signatures

Cynthia M. Molyneux, on behalf of James R. Moffett pursuant to a power of attorney

02/18/2005

**\*\*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).

On February 17, 2005, Moffett Holdings, L.L.C. (the "LLC") entered into a forward sale contract with a securities broker pursuant to which the LLC agreed to sell 150,000 shares of Class B Common Stock to the securities broker on August 11, 2010 (the "Maturity Date") with the sale price to be determined and paid on the Maturity Date as follows: if the closing sale price of a share of Class B

- (1) Common Stock on the Maturity Date is \$32.1339 or less, the sale price will be \$32.1339 per share; if the closing sale price of a share of Class B Common Stock on the Maturity Date is \$51.5348 or more, the sale price will be \$51.5348 per share; if the closing sale price of a share of Class B Common Stock on the Maturity Date is between \$32.1339 and \$51.5348, the per share sale price will be the closing sale price on the Maturity Date. The LLC may instead elect to settle the contract in cash and retain ownership of the 150,000 shares.

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- (2) The LLC has pledged 150,000 shares of the Class B Common Stock to secure its obligations under the contract. The LLC will continue to hold beneficial ownership, and have voting rights and the right to receive quarterly dividend payments of \$.25 per share with respect to the shares for the term of the contract.
- (3) Based on plan statement as of December 31, 2004.
- (4) The Reporting Person disclaims beneficial ownership of these shares.

### Remarks:

The Reporting Person's beneficial ownership also includes options to acquire a total of 2,829,654 shares of Class B Common S

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.