

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

November 04, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADKERSON RICHARD C

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)

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

11/02/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President and CEO

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

NEW ORLEANS, LA 70112

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	11/02/2005		M		250,000	A	\$ 16.9375
Class B Common Stock	11/02/2005		F ⁽²⁾		152,163	D	\$ 50.73
Class B Common Stock	11/02/2005		S		4,900	D	\$ 50.85
Class B Common	11/02/2005		S		600	D	\$ 50.83

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Stock

Class B Common Stock	11/02/2005	S	900	D	\$ 50.8	742,726	D
Class B Common Stock	11/02/2005	S	3,100	D	\$ 50.78	739,626	D
Class B Common Stock	11/02/2005	S	2,700	D	\$ 50.66	736,926	D
Class B Common Stock	11/02/2005	S	2,000	D	\$ 50.59	734,926	D
Class B Common Stock	11/02/2005	S	800	D	\$ 50.57	734,126	D
Class B Common Stock	11/02/2005	S	1,300	D	\$ 50.55	732,826	D
Class B Common Stock	11/02/2005	S	1,500	D	\$ 50.54	731,326	D
Class B Common Stock	11/02/2005	S	2,800	D	\$ 50.53	728,526	D
Class B Common Stock	11/02/2005	S	2,000	D	\$ 50.51	726,526	D
Class B Common Stock	11/02/2005	S	100	D	\$ 50.48	726,426	D
Class B Common Stock	11/02/2005	S	900	D	\$ 50.45	725,526	D
Class B Common Stock	11/02/2005	S	1,600	D	\$ 50.44	723,926	D
Class B Common Stock	11/02/2005	S	1,500	D	\$ 50.43	722,426	D
Class B Common Stock	11/02/2005	S	2,200	D	\$ 50.42	720,226	D

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Class B Common Stock	11/02/2005	S	1,500	D	\$ 50.4	718,726	D
Class B Common Stock	11/02/2005	S	900	D	\$ 50.36	717,826	D
Class B Common Stock	11/02/2005	S	400	D	\$ 50.35	717,426	D
Class B Common Stock	11/02/2005	S	1,900	D	\$ 50.34	715,526	D
Class B Common Stock	11/02/2005	S	200	D	\$ 50.33	715,326	D
Class B Common Stock	11/02/2005	S	100	D	\$ 50.32	715,226	D
Class B Common Stock	11/02/2005	S	100	D	\$ 50.31	715,126	D
Class B Common Stock	11/02/2005	S	1,100	D	\$ 50.3	714,026	D
Class B Common Stock	11/02/2005	S	500	D	\$ 50.29	713,526	D
Class B Common Stock	11/02/2005	S	2,900	D	\$ 50.28	710,626	D
Class B Common Stock	11/02/2005	S	3,500	D	\$ 50.27	707,126	D
Class B Common Stock	11/02/2005	S	3,100	D	\$ 50.26	704,026	D

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

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
Options (right to buy)	\$ 16.9375	11/02/2005		M	250,000	05/06/2000 ⁽¹⁾ 05/06/2009	Class B Common Stock 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ADKERSON RICHARD C 1615 POYDRAS STREET NEW ORLEANS, LA 70112	President and CEO

Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson pursuant to a power of attorney 11/04/2005

__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).
- (1) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (2) Shares withheld and delivered in payment of the exercise price of options and resulting taxes.

Remarks:

1 of 2 Forms 4 filed November 4, 2005 to report transactions occurring on November 2, 2005.

See second Form 4 for the remainder of the reported transactions.

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.