

ADKERSON RICHARD C

Form 4

February 02, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

01/31/2006

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

President and CEO

NEW ORLEANS, LA 70112

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

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	02/01/2006		S		1,000	D	\$ 64.03	982,977	D
Class B Common Stock	02/01/2006		S		900	D	\$ 64.02	982,077	D
Class B Common Stock	02/01/2006		S		2,700	D	\$ 64.01	979,377	D
Class B Common	02/01/2006		S		7,800	D	\$ 64	971,577	D

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Stock

Class B Common Stock	02/01/2006	S	2,100	D	\$ 63.99	969,477	D
Class B Common Stock	02/01/2006	S	5,100	D	\$ 63.98	964,377	D
Class B Common Stock	02/01/2006	S	1,400	D	\$ 63.97	962,977	D
Class B Common Stock	02/01/2006	S	3,300	D	\$ 63.96	959,677	D
Class B Common Stock	02/01/2006	S	6,700	D	\$ 63.95	952,977	D
Class B Common Stock	02/01/2006	S	1,300	D	\$ 63.94	951,677	D
Class B Common Stock	02/01/2006	S	1,000	D	\$ 63.93	950,677	D
Class B Common Stock	02/01/2006	S	3,900	D	\$ 63.92	946,777	D
Class B Common Stock	02/01/2006	S	1,000	D	\$ 63.9	945,777	D
Class B Common Stock	02/01/2006	S	1,000	D	\$ 63.89	944,777	D
Class B Common Stock	02/01/2006	S	1,000	D	\$ 63.88	943,777	D
Class B Common Stock	02/01/2006	S	300	D	\$ 63.86	943,477	D
Class B Common Stock	02/01/2006	S	4,900	D	\$ 63.85	938,577	D
Class B Common Stock	02/01/2006	S	500	D	\$ 63.84	938,077	D

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Class B Common Stock	02/01/2006	S	3,100	D	\$ 63.8	934,977	D	
Class B Common Stock	02/01/2006	F ⁽³⁾	14,732	D	\$ 64.38	920,245 ⁽¹⁾	D	
Class B Common Stock						8,777	I	By IRA
Class B Common Stock						2,704 ⁽²⁾	I	By 401(k) Plan

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

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SEC 1474
(9-02)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

02/02/2006

__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).
Following the reported transactions, the Reporting Person's direct beneficial ownership includes 480,248 Class B Common Stock
- (1) Restricted Stock Units. The Reporting Person also holds options to acquire a total of 1,000,000 shares of Class B Common Stock, 250,000 of which are vested.
- (2) Based on plan statement as of December 31, 2005.
- (3) Shares withheld in payment of taxes due upon the vesting of 35,712 Class B Common Stock Restricted Stock Units.

Remarks:

2 of 2 Forms 4 filed February 2, 2006 to report transactions occurring on January 31, 2006 and February 1, 2006. See first Form

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

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