

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

May 09, 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
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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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2006

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

Chairman of the Board

NEW ORLEANS, LA 70112

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Class B Common Stock | 05/09/2006 | | S | | 100 | D \$ 68.52 | 1,146,373 | I | By Limited Liability Company |
| Class B Common Stock | 05/09/2006 | | S | | 500 | D \$ 68.58 | 1,145,873 | I | By Limited Liability Company |
| Class B Common Stock | 05/09/2006 | | S | | 400 | D \$ 68.63 | 1,145,473 | I | By Limited Liability Company |
| Class B Common | 05/09/2006 | | S | | 100 | D \$ 68.64 | 1,145,373 | I | By Limited Liability |

| | | | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------------------------|---|--|------------------------------------|
| Stock | | | | | | | | | Company |
| Class B Common Stock | 05/09/2006 | S | 200 | D | \$ 68.77 | 1,145,173 | I | | By Limited Liability Company |
| Class B Common Stock | 05/09/2006 | S | 1,200 | D | \$ 68.8 | 1,143,973 | I | | By Limited Liability Company |
| Class B Common Stock | 05/09/2006 | S | 300 | D | \$ 68.81 | 1,143,673 ⁽¹⁾ | I | | By Limited Liability Company |
| Class B Common Stock | | | | | | 23,032 ⁽²⁾ | I | | By 401(k) plan |
| Class B Common Stock | | | | | | 7,552 ⁽³⁾ | I | | By Spouse |

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.

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| X | Chairman of the Board |

MOFFETT JAMES R
1615 POYDRAS STREET
NEW ORLEANS, LA 70112

Signatures

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

05/09/2006

__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).
- (1) The Reporting Person's beneficial ownership also includes options to acquire a total of 1,125,000 shares of Class B Common Stock, all of which are unvested.
- (2) Based on plan statement as of March 31, 2006.
- (3) The Reporting Person disclaims beneficial ownership of these shares.

Remarks:

3 of 3 Forms 4 filed May 9, 2006, to report transactions occurring on May 5 and May 9, 2006. See other Forms 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.