

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

March 21, 2007

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 *
SNIDER TIMOTHY 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)
ONE NORTH CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2007

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

PHOENIX, AZ 85004

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		
Common Stock	03/19/2007		A		63,834	A	<u>(1)</u>	63,834	D
Common Stock	03/19/2007		<u>F</u> ⁽⁸⁾		43,041	D	\$ 61.585	20,793	D
Common Stock	03/19/2007		A		3,658	A	<u>(2)</u>	3,658	I
Common Stock	03/19/2007		A		6,166	A	<u>(3)</u>	6,166	I
									Through 401(k) Plan
									Through Savings Plan

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 22.9943	03/19/2007		A		20,915		03/19/2007	02/02/2015	Common Stock	20,915
Option (right to buy)	\$ 37.7677	03/19/2007		A		19,801		03/19/2007	02/01/2016	Common Stock	19,801
Option (right to buy)	\$ 58.295	03/19/2007		A		24,052		02/06/2008 ⁽⁶⁾	02/07/2017	Common Stock	24,052

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SNIDER TIMOTHY R ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004	President and COO

Signatures

Kelly C. Simoneaux on behalf of Timothy R. Snider pursuant to a power of attorney 03/21/2007

__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)

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Received in exchange for 95,276 shares of Phelps Dodge Corporation ("PD") common stock in connection with the merger of a wholly owned subsidiary of the Issuer, Freeport-McMoRan Copper & Gold Inc., with and into PD (the "Merger"). On the effective date of the Merger, each outstanding share of PD common stock was converted into the right to receive .67 shares of Issuer common stock and a cash payment of \$88.

- (2) Received in exchange for 5,460 shares of PD common stock in connection with the Merger as described above.
- (3) Received in exchange for 9,204 shares of PD common stock in connection with the Merger as described above.
- (4) Received in exchange for options to acquire 10,000 shares of PD common stock for \$48.095 per share in connection with the Merger.
- (5) Received in exchange for options to acquire 9,467 shares of PD common stock for \$78.995 per share in connection with the Merger.
- (6) One-third exercisable on the date indicated, and one-third exercisable on each of the next two anniversaries thereof.
- (7) Received in exchange for options to acquire 11,500 shares of PD common stock for \$121.93 per share in connection with the Merger.
- (8) Shares withheld to cover taxes due upon the vesting of PD Restricted Stock.

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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