

RANKIN B M JR
Form 4
March 04, 2009

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 *
RANKIN B M JR

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)
300 CRESCENT COURT, SUITE
875

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2009

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

(Street)

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

DALLAS, TX 75201

(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	03/02/2009		J ⁽¹⁾⁽²⁾⁽³⁾		250,000	D	⁽¹⁾ ⁽²⁾ ⁽³⁾
					250,000	I	By Rankin Interests Ltd. Partnership
Common Stock	03/02/2009		P		250,000	A	⁽¹⁾ ⁽²⁾ ⁽³⁾
					500,000	I	By Rankin Interests Ltd. Partnership
Common Stock ⁽⁴⁾					22,000	D	

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Forward Sale Contract (right/obligation to sell)	(1) (2) (3)	03/02/2009		J(1)(2)(3)	1	(1)	(1)	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RANKIN B M JR 300 CRESCENT COURT SUITE 875 DALLAS, TX 75201	X

Signatures

Kelly C. Simoneaux , on behalf of B. M. Rankin, Jr. pursuant to a power of attorney

03/04/2009

__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) On April 21, 2006, Rankin Interests Limited Partnership (the "LP") entered into a range forward sale contract with a securities broker pursuant to which the LP agreed to sell 250,000 shares of Common Stock of the Issuer (the "Common Stock") to the securities broker on April 25, 2011 (the "Maturity Date"), with the sale price to be determined and paid on the Maturity Date determined as set forth in footnote 2 (subject to possible adjustment as provided in the contract).

(2)

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If the closing price of a share of Common Stock on the Maturity Date is \$61.434 or less, the sale price will be \$61.434 per share; if the closing price of a share of Common Stock on the Maturity Date is \$79.8642 (as adjusted) or more, the sale price will be \$79.8642 per share; if the closing price of a share of Common Stock on the Maturity Date is between \$61.434 and \$79.8642, the sale price per share will be the sale price on the Maturity Date.

(3) On March 2, 2009, the LP elected to terminate this forward sale contract prior to the Maturity Date, as a result of which it has retained ownership of the 250,000 shares of Common Stock and also received a termination payment of \$33.67 per share. The retention of the shares upon termination of the contract is a deemed purchase of the shares.

(4) Amount beneficially owned following the reported transactions includes 5,000 Common Stock Restricted Stock Units.

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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