

ADKERSON RICHARD C

Form 4

February 04, 2011

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)
333 NORTH CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2011

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

PHOENIX, AZ 85004

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

(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)
Common Stock	02/02/2011		M	500,000 A	\$ 18.52	2,828,240 ⁽¹⁾	D
Common Stock	02/02/2011		M	500,000 A	\$ 12.295	3,328,240	D
Common Stock	02/02/2011		F ⁽²⁾	571,507 D	\$ 56.26	2,756,733	D
Common Stock	02/02/2011		J ⁽³⁾	98,961 D	\$ 0	2,657,772	D
Common Stock	02/02/2011		S	329,154 D	\$ 56.5452 ⁽⁴⁾	2,328,618	D

Common Stock	20,330 <u>(1)</u>	I	By IRA
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options (right to buy)	\$ 18.52 <u>(1)</u>	02/02/2011		M		500,000 <u>(1)</u>		02/01/2006 ⁽⁵⁾	02/01/2015	Common Stock	500,000
Options (right to buy)	\$ 12.295 <u>(1)</u>	02/02/2011		M		500,000 <u>(1)</u>		02/02/2010 ⁽⁵⁾	02/02/2019	Common Stock	500,000

ADKERSON RICHARD C		
333 NORTH CENTRAL AVENUE	X	President
PHOENIX, AZ 85004		and CEO

Date _____

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- (3) 98,961 shares, representing one-half of the economic value of the shares remaining following payment of the exercise price and resulting taxes from the exercise of 500,000 of the options, were transferred to the Reporting Person's former spouse pursuant to a property settlement.
- (4) The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$56.18 - \$57.145. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Remarks:

Following the reported transactions and after adjustments to reflect the two-for-one stock split on February 1, 2011, Mr. Adker

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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