

**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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person \*  
MOFFETT JAMES R

## 2. Issuer Name **and** Ticker or Trading Symbol

### 5. Relationship of Reporting Person(s) to Issuer

FREEPORT MCMORAN COPPER  
& GOLD INC [FCX]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2005

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

Chairman of the Board

1615 POYDRAS STREET

(Street)

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

NEW ORLEANS, LA 70112

(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								21,510 <u>(1)</u>	I	401(k) Plan
Class B Common Stock								7,552 <u>(2)</u>	I	By Spouse
Class B Common Stock	02/04/2005		M		205,904	A	\$ 13.9734	205,904	D	
Class B Common	02/04/2005		M		193,750	A	\$ 14.77	399,654	D	

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Stock

Class B Common Stock	02/04/2005	J <sup>(3)</sup>	305,832	A	\$ 0	1,633,528	I	By Limited Liability Company
Class B Common Stock	02/04/2005	F	154,521	D	\$ 37.14	1,479,007	I	By Limited Liability Company
Class B Common Stock	02/04/2005	F	93,822	D	\$ 37.14	305,832	D	
Class B Common Stock	02/04/2005	J <sup>(6)</sup>	305,832	D	\$ 0	0	D	

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (Right to Buy)	\$ 13.9734	02/04/2005		M		205,904		01/29/2003 <sup>(4)</sup>	01/29/2012	Class B Common Stock	205,904
Options (Right to Buy)	\$ 14.77	02/04/2005		M		193,750		01/29/2003 <sup>(5)</sup>	01/29/2012	Class B Common Stock	193,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Chairman of the Board

Reporting Owners

MOFFETT JAMES R  
1615 POYDRAS STREET  
NEW ORLEANS, LA 70112

## Signatures

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

02/04/2005

\_\_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) Based on plan statement as of December 31, 2004.
- (2) The Reporting Person disclaims beneficial ownership of these shares.
- (3) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.
- (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.

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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