

ARNOLD MICHAEL J

Form 4

February 04, 2005

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 *
ARNOLD MICHAEL J

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)
02/03/2005

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chief Administrative Officer

NEW ORLEANS, LA 70112

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 Ownership (Instr. 4)
Class B Common Stock					2,027	I	401(k) Plan ⁽¹⁾
Class B Common Stock ⁽²⁾	02/03/2005		F ⁽³⁾	798 D \$ 37.2	54,233	D	
Class B Common Stock ⁽⁴⁾	02/04/2005		F ⁽⁵⁾	1,327 D \$ 37.14	52,906	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
ARNOLD MICHAEL J 1615 POYDRAS STREET NEW ORLEANS, LA 70112			Chief Administrative Officer	

Signatures

Kelly C. Simoneaux on behalf of Michael J. Arnold 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) Following the reported transaction, the Reporting Persons Class B Common Stock holdings include 15,542 Class B Common Stock Restricted Stock Units.

(3) Shares withheld to cover the taxes due upon the vesting of 2,188 Class B Common Stock Restricted Stock Units, which resulted in an overall increase in the Reporting Persons Class B Common Stock direct holdings to 38,691 shares.

(4) Following the reported transaction, the Reporting Persons Class B Common Stock holdings include 11,902 Class B Common Stock Restricted Stock Units.

(5) Shares withheld to cover the taxes due upon the vesting of 3,640 Class B Common Stock Restricted Stock Units, which resulted in an overall increase in the Reporting Persons Class B Common Stock direct holdings to 41,004 shares.

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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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