

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

February 17, 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

OMB
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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)

02/15/2005

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

Chief Administrative Officer

4. If Amendment, Date Original
Filed(Month/Day/Year)

NEW ORLEANS, LA 70112

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class B Common Stock | | | | (A) or (D) | Price | | |
| | | | | | | 2,027 ⁽¹⁾ | 401(k) Plan |
| Class B Common Stock | 02/15/2005 | | M | 16,250 A | \$ 11.31 | 69,156 | D |
| Class B Common Stock | 02/15/2005 | | M | 18,719 A | \$ 13.9734 | 87,875 | D |
| Class B Common | 02/15/2005 | | M | 18,750 A | \$ 18.885 | 106,625 | D |

Stock

Class B

| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 02/15/2005 | S | 25,000 | D | \$ 38.45 | 81,625 | D |
|--------------|------------|---|--------|---|----------|--------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 02/15/2005 | S | 300 | D | \$ 38.34 | 81,325 | D |
|--------------|------------|---|-----|---|----------|--------|---|

Class B

| | | | | | | | |
|--------------|------------|---|--------|---|---------|--------|---|
| Common Stock | 02/15/2005 | S | 24,700 | D | \$ 38.3 | 56,625 | D |
|--------------|------------|---|--------|---|---------|--------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 02/15/2005 | S | 219 | D | \$ 38.26 | 56,406 | D |
|--------------|------------|---|-----|---|----------|--------|---|

Class B

| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock ⁽⁸⁾ | 02/15/2005 | S | 3,500 | D | \$ 38.22 | 52,906 | D |
|-----------------------------|------------|---|-------|---|----------|--------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares |
| Options (Right to Buy) ⁽²⁾ | \$ 11.31 | 02/15/2005 | | M | 16,250 | 01/30/2002 ⁽³⁾ 01/30/2011 | Class B Common Stock 16,250 |
| Options (Right to Buy) ⁽⁴⁾ | \$ 13.9734 | 02/15/2005 | | M | 18,719 | 01/29/2003 ⁽⁵⁾ 01/29/2012 | Class B Common Stock 18,719 |
| Options (Right to Buy) ⁽⁶⁾ | \$ 18.885 | 02/15/2005 | | M | 18,750 | 02/04/2004 ⁽⁷⁾ 02/04/2013 | Class B Common Stock 18,750 |

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

02/17/2005

__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) Options with limited stock appreciation rights.

(3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(4) Options with limited stock appreciation rights.

(5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(6) Options with limited stock appreciation rights.

(7) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(8) The Reporting Persons Class B Common Stock holdings include 11,902 Class B 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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