

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

May 12, 2006

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 *
QUIRK KATHLEEN L

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)
05/11/2006

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

SVP, CFO & Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	05/11/2006		M		7,488	A	\$ 13.9734	41,479	D
Class B Common Stock	05/11/2006		M		7,500	A	\$ 18.885	48,979	D
Class B Common Stock	05/11/2006		M		18,750	A	\$ 36.765	67,729	D
Class B Common	05/11/2006		M		39,250	A	\$ 37.04	106,979	D

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Stock

Class B Common Stock	05/11/2006	S	39,100	D	\$ 70	67,879	D
Class B Common Stock	05/11/2006	S	1,100	D	\$ 70.01	66,779	D
Class B Common Stock	05/11/2006	S	1,500	D	\$ 70.02	65,279	D
Class B Common Stock	05/11/2006	S	7,000	D	\$ 70.03	58,279	D
Class B Common Stock	05/11/2006	S	4,900	D	\$ 70.04	53,379	D
Class B Common Stock	05/11/2006	S	1,800	D	\$ 70.05	51,579	D
Class B Common Stock	05/11/2006	S	2,100	D	\$ 70.06	49,479	D
Class B Common Stock	05/11/2006	S	2,788	D	\$ 70.07	46,691	D
Class B Common Stock	05/11/2006	S	2,000	D	\$ 70.08	44,691	D
Class B Common Stock	05/11/2006	S	4,100	D	\$ 70.09	40,591	D
Class B Common Stock	05/11/2006	S	1,700	D	\$ 70.1	38,891	D
Class B Common Stock	05/11/2006	S	100	D	\$ 70.14	38,791	D
Class B Common Stock	05/11/2006	S	100	D	\$ 70.16	38,691	D
Class B Common Stock ⁽⁵⁾	05/11/2006	S	4,700	D	\$ 70.17	33,991	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 or Number of Shares
Options (Right to Buy)	\$ 13.9734	05/11/2006		M	7,488	01/29/2003 ⁽¹⁾ 01/29/2012	Class B Common Stock 7,488
Options (Right to Buy)	\$ 18.885	05/11/2006		M	7,500	02/04/2004 ⁽²⁾ 02/04/2013	Class B Common Stock 7,500
Options (Right to Buy)	\$ 36.765	05/11/2006		M	18,750	02/03/2005 ⁽³⁾ 02/03/2014	Class B Common Stock 18,750
Options (Right to Buy)	\$ 37.04	05/11/2006		M	39,250	02/01/2006 ⁽⁴⁾ 02/01/2015	Class B Common Stock 39,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUIRK KATHLEEN L 1615 POYDRAS STREET NEW ORLEANS, LA 70112			SVP, CFO & Treasurer	

Signatures

Kelly C. Simoneaux, on behalf of Kathleen L. Quirk pursuant to a power of attorney

05/12/2006

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

(2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

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

(4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(5) Amount beneficially owned following the reported transactions includes 14,225 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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