

WHITMIRE C DONALD JR

Form 4

December 04, 2002

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

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

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ 10% Owner

☒ Officer (specify (give below) title below)

Vice President and Controller - Financial Reporting

Whitmire, Jr. C. Donald

Freeport-McMoRan Copper & Gold Inc. (FCX)

(Last)

(First)

(Middle)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

7. Individual or Joint/Group Filing (Check Applicable Line)

1615 Poydras Street

05/03/02

5. If Amendment, ☒ Form filed by One Reporting Person
Date of Original Form filed by More than One Reporting Person (Month/Day/Year)

(Street)

New Orleans Louisiana 70112

(City)

(State)

(Zip)

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. 3, 4 and 5) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount or Price (Instr. 3, 4 and 5) | 6. Ownership (Instr. 3, 4 and 5) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---------------------|-----------------------------------|---|---|--|----------------------------------|---|
| | (Month/Day/Year) | (Month/Day/Year) | | (A) or (D) | (A) or (D) | (A) or (D) | |

| | | | | | | | |
|---------------------------------------|----------|--------------------|-----|---|------------------|----------------------|-----------------|
| Class B Common Stock ⁽¹⁾ | | | | | 4) | 1,486 ⁽²⁾ | |
| Class B Common Stock | | | | | | 1,071 | By IRA for Self |
| Class A Common Stock Restricted Stock | | | | | | | |
| Units | 05/03/02 | J ⁽³⁾ V | 664 | D | 0 ⁽⁴⁾ | D | |
| Class B Common Stock Restricted Stock | 05/03/02 | J ⁽³⁾ V | 662 | A | 662 | D | |
| Units | | | | | | | |

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

*If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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(Over)
SEC 1474
(9-02)

| FORM 4 (continued) | | 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. Conver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 3) | 5. Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4) | | | |
| | | | | Code V | (A) | (D) | Date Exer- cisable Date | Expira- tion Date | Title | Amount or Number of Shares | | |
| Options ⁽⁵⁾ (right to buy) | \$13.95 | 05/03/02 | | J ⁽⁶⁾ | V | 15,000 | 01/29/03 ⁽⁷⁾ | 01/29/12 | Class A Common Stock | 15,000 | None | 0 |
| Options ⁽⁵⁾ (right to buy) | \$13.9734 | 05/03/02 | | J ⁽⁶⁾ | V | 14,974 | 01/29/03 ⁽⁷⁾ | 01/29/12 | Class B Common Stock | 14,974 | None | 14,974 |

Explanation of Responses:

1. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock (the "Reclassification").
2. Formerly reported as Class A Common Stock. This number reflects an increase of 664 shares because of the vesting of 664 Class A Common Stock Restricted Stock Units on February 1, 2002.
3. Pursuant to the Reclassification, and in order to maintain the intrinsic value of the Class A Common Stock Restricted Stock Units that were being converted, the Company reduced the number of Class B Common Stock Restricted Stock Units that were issued in the conversion.
4. This number reflects a decrease of 664 Class A Common Stock Restricted Stock Units because of the vesting of such Class A Common Stock Restricted Stock Units on February 1, 2002.
5. Options with limited stock appreciation rights
6. Pursuant to the Reclassification, and in order to maintain the intrinsic value of the options that were being converted, the Company adjusted the options by reducing the number of outstanding options and increasing the exercise price.
7. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

/s/ Margaret F. Murphy

12/02/02

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

Margaret F. Murphy, on behalf of

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

C. Donald Whitmire, Jr.

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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