

ARNOLD MICHAEL J

Form 4

February 02, 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

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)
01/31/2006

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

Chief Administrative Officer

NEW ORLEANS, LA 70112

(City) (State) (Zip)

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

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 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		
			Code	V	Amount		
						2,143 ⁽¹⁾	I
							401(k) Plan
Class B Common Stock	01/31/2006		A	10,274	A	\$ 0	43,180
							D
Class B Common Stock	02/01/2006		M	56,250	A	\$ 37.04	99,430
							D
Class B Common	02/01/2006		S	100	D	\$ 64.78	99,330
							D

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Stock

Class B Common Stock	02/01/2006	S	200	D	\$ 64.76	99,130	D
Class B Common Stock	02/01/2006	S	6,300	D	\$ 64.75	92,830	D
Class B Common Stock	02/01/2006	S	1,850	D	\$ 64.74	90,980	D
Class B Common Stock	02/01/2006	S	600	D	\$ 64.73	90,380	D
Class B Common Stock	02/01/2006	S	2,000	D	\$ 64.72	88,380	D
Class B Common Stock	02/01/2006	S	1,100	D	\$ 64.71	87,280	D
Class B Common Stock	02/01/2006	S	11,200	D	\$ 64.7	76,080	D
Class B Common Stock	02/01/2006	S	3,300	D	\$ 64.68	72,780	D
Class B Common Stock	02/01/2006	S	500	D	\$ 64.63	72,280	D
Class B Common Stock	02/01/2006	S	4,100	D	\$ 64.62	68,180	D
Class B Common Stock	02/01/2006	S	2,000	D	\$ 64.35	66,180	D
Class B Common Stock	02/01/2006	S	600	D	\$ 64.34	65,580	D
Class B Common Stock	02/01/2006	S	1,500	D	\$ 64.29	64,080	D
Class B Common Stock	02/01/2006	S	100	D	\$ 64.27	63,980	D

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Class B Common Stock	02/01/2006	S	5,800	D	\$ 64.26	58,180	D
Class B Common Stock	02/01/2006	S	13,900	D	\$ 64.25	44,280	D
Class B Common Stock	02/01/2006	S	500	D	\$ 64.22	43,780	D
Class B Common Stock	02/01/2006	S	600	D	\$ 64.21	43,180	D
Class B Common Stock ⁽³⁾	02/01/2006	F ⁽⁴⁾	473	D	\$ 64.38	42,707	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 37.04	02/01/2006		M		56,250		02/01/2006 ⁽²⁾	02/01/2015	Class B Common Stock	56,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL J 1615 POYDRAS STREET			Chief Administrative	

NEW ORLEANS, LA 70112

Officer

Signatures

Kelly C. Simoneaux on behalf of Michael J. Arnold pursuant to a power of attorney

02/02/2006

__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) Based on plan statement as of December 30, 2005.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) Amount beneficially owned following the reported transaction includes 20,880 Class B Common Stock Restricted Stock Units.
- (4) Shares withheld to cover taxes due upon vesting of 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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