

WHITMIRE C DONALD JR

Form 4

February 07, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITMIRE C DONALD JR

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)

02/03/2006

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

VP & Controller Financial Rptg

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

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW ORLEANS, LA 70112

(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								657 ⁽¹⁾	I	Through 401(k) Plan
Class B Common Stock	02/03/2006		F ⁽²⁾		178	D	\$ 61.955	2,812.144	D	
Class B Common Stock	02/06/2006		M		3,744	A	\$ 13.9734	6,556.144	D	
Class B Common	02/06/2006		M		5,000	A	\$ 18.885	11,556.144	D	

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Stock

Class B

Common Stock	02/06/2006	M	10,000	A	\$ 36.765	21,556.144	D
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Class B

Common Stock	02/06/2006	M	5,000	A	\$ 37.04	26,556.144	D
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Class B

Common Stock	02/06/2006	S	22,744	D	\$ 63	3,812.144	D
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Class B

Common Stock ⁽⁷⁾	02/06/2006	S	1,072	D	\$ 63	0	I	Through IRA
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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)	\$ 13.9734	02/06/2006		M	3,744	01/29/2003 ⁽³⁾ 01/29/2012	Class B Common Stock 3,744
Options (Right to Buy)	\$ 18.885	02/06/2006		M	5,000	02/04/2004 ⁽⁴⁾ 02/04/2013	Class B Common Stock 5,000
Options (Right to Buy)	\$ 36.765	02/06/2006		M	10,000	02/03/2005 ⁽⁵⁾ 02/03/2014	Class B Common Stock 10,000
Options (Right to Buy)	\$ 37.04	02/06/2006		M	5,000	02/01/2006 ⁽⁶⁾ 02/01/2015	Class B Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITMIRE C DONALD JR 1615 POYDRAS STREET NEW ORLEANS, LA 70112	VP & Controller Financial Rptg

Signatures

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney

02/07/2006

____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 31, 2005.

(2) Shares withheld to cover taxes due upon vesting of 475 Class B Common Stock Restricted Stock Units.

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

(6) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(7) Amount beneficially owned following the reported transactions includes 476 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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