

GRAHAM H DEVON JR
Form 4
December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 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**

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
burden
hours per
response.....0.5

1. Name and Address of Reporting Person* (Print or Type Responses)		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Graham, Jr. H. Devon		Freeport-McMoRan Copper & Gold Inc. (FCX)		<input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify (give below) title below)			
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year			
1900 West Loop South, Suite 1050				08/01/02			
(Street)				5. If Amendment, Date of Original (Month/Day/Year)			
Houston Texas 77027-3207				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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		3. Transaction Date, if any		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		(Month/Day/Year)		(Month/Day/Year)		5. Amount (A) or Price (D) 6. Nature of Indirect Beneficial Ownership (Instr. 4)	
						7. Nature of Indirect Beneficial Ownership (Instr. 4)	

								and 4)		

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).

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.

(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. 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. 3, 34 and 5)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 34 and 5)		6. Date Exercisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options ⁽¹⁾ (right to buy)	\$15.195	08/01/02		A	V	10,000		08/01/03 ⁽²⁾	08/01/12	Class B Common Stock	10,000	None	10,000
Stock Appreciation Rights	\$15.195	08/01/02		A	V	6,556		08/01/03 ⁽²⁾	08/01/12	Class B Common Stock	6,556	None	6,556

Explanation of Responses:

1. Options with rights to "Option Cancellation Gain" Payments
2. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

<p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See</p> <p>18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p>	<p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of H. Devon Graham, Jr.</p>	<p>12/02/02 Date</p>
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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,
see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.