

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 November 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 JOHNSTON J BENNETT

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)
 2099 PENNSYLVANIA AVE.,
 N.W., SUITE 850
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2005

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

WASHINGTON, DC 20006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Class B Common Stock | 11/01/2005 | | M | | | \$ 67,792 | D | | |
| Class B Common Stock | 11/01/2005 | | M | | | \$ 74,348 | D | | |
| Class B Common Stock | 11/01/2005 | | M | | | \$ 80,904 | D | | |
| Class B Common Stock | 11/01/2005 | | M | | | \$ 87,460 | D | | |

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Common
Stock

Class B

Common Stock 11/01/2005 M 6,556 A \$ 11.165 94,016 D

Class B

Common Stock ⁽⁶⁾ 11/01/2005 D 32,780 D \$ 49.695 61,236 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 Security (Instr. 3 and 4) | Am or Num of Sha | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights | \$ 9.0938 | 11/01/2005 | | M | 6,556 | 08/01/2001 ⁽¹⁾ | 08/01/2010 | Class B Common Stock | 6,556 |
| Stock Appreciation Rights | \$ 11.165 | 11/01/2005 | | M | 6,556 | 08/01/2002 ⁽²⁾ | 08/01/2011 | Class B Common Stock | 6,556 |
| Stock Appreciation Rights | \$ 29.1563 | 11/01/2005 | | M | 6,556 | 05/02/2000 ⁽³⁾ | 08/01/2007 | Class B Common Stock | 6,556 |
| Stock Appreciation Rights | \$ 14.9375 | 11/01/2005 | | M | 6,556 | 05/02/2000 ⁽⁴⁾ | 08/01/2008 | Class B Common Stock | 6,556 |
| Stock Appreciation Rights | \$ 17.3125 | 11/01/2005 | | M | 6,556 | 08/01/2000 ⁽⁵⁾ | 08/01/2009 | Class B Common Stock | 6,556 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON J BENNETT 2099 PENNSYLVANIA AVE., N.W., SUITE 850 WASHINGTON, DC 20006 | | | | |

Signatures

Kelly C. Simoneaux, on behalf of J. Bennett Johnston, pursuant to a power of attorney

11/03/2005

__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) 50% exercisable on the date indicated and 25% exercisable on August 1, 2000 and on the next anniversary thereof.
 - (4) 25% exercisable on the date indicated and 25% exercisable on August 1, 2000 and on each of the next two anniversaries thereof.
 - (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
 - (6) Amount beneficially owned following the reported transactions includes 4,000 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. 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.