

PHELPS DODGE CORP
Form 8-K
July 13, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

July 13, 2005

(Date of Report/Date of earliest event reported)

PHELPS DODGE CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001-00082
(Commission File
Number)

13-1808503
(IRS Employer
Identification No.)

ONE NORTH CENTRAL AVENUE
PHOENIX, ARIZONA 85004
(Address and of principal executive offices)
(Zip Code)

(602) 366-8100
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 7.01 REGULATION FD DISCLOSURE

On July 13, 2005, Phelps Dodge contributed \$250 million to the Phelps Dodge Corporation Defined Benefit Master Trust to reduce the aggregate level of underfunding of Phelps Dodge's tax-qualified defined benefit pension plans. The Phelps Dodge Corporation Defined Benefit Master Trust is used to fund Phelps Dodge's obligations under its tax-qualified defined benefit pension plans, including the Phelps Dodge Retirement Plan.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 13, 2005

PHELPS DODGE CORPORATION
(Registrant)

By: /s/ Stanton K. Rideout
Name: Stanton K. Rideout
Title: Vice President & Treasurer

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