

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

August 05, 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 *
ROY J STAPLETON

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)
350 PARK AVENUE, 26TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2005

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

NEW YORK, NY 10022

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 08/03/2005 | | M | 2,500 A | \$ 15.195 | 18,665 | D |
| Class B Common Stock | 08/03/2005 | | M | 2,500 A | \$ 26.975 | 21,165 | D |
| Class B Common Stock | 08/03/2005 | | M | 2,500 A | \$ 11.165 | 23,665 | D |
| Class B Common Stock | 08/03/2005 | | M | 2,500 A | \$ 33.47 | 26,165 | D |

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| | | | | | | | |
|-------------------------------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Class B Common Stock | 08/03/2005 | M | 1,639 | A | \$ 26.975 | 27,804 | D |
| Class B Common Stock | 08/03/2005 | M | 1,639 | A | \$ 15.195 | 29,443 | D |
| Class B Common Stock | 08/03/2005 | M | 1,639 | A | \$ 11.165 | 31,082 | D |
| Class B Common Stock | 08/03/2005 | S | 4,300 | D | \$ 41.28 | 26,782 | D |
| Class B Common Stock | 08/03/2005 | S | 500 | D | \$ 41.31 | 26,282 | D |
| Class B Common Stock | 08/03/2005 | S | 200 | D | \$ 41.32 | 26,082 | D |
| Class B Common Stock ⁽⁸⁾ | 08/03/2005 | D | 4,917 | D | \$ 41.645 | 21,165 | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 15.195 | 08/03/2005 | | M | 2,500 | 08/01/2004 ⁽¹⁾ 08/01/2012 | |

| | | | | | | | | | |
|---------------------------------|-----------|------------|---|-------|---------------------------|------------|--|----------------------------|-------|
| Options (Right to Buy) | | | | | | | | Class B Common Stock | |
| Options (Right to Buy) | \$ 26.975 | 08/03/2005 | M | 2,500 | 08/01/2004 ⁽²⁾ | 08/01/2013 | | Class B Common Stock | 2,500 |
| Options (Right to Buy) | \$ 11.165 | 08/03/2005 | M | 2,500 | 08/01/2004 ⁽³⁾ | 08/01/2011 | | Class B Common Stock | 2,500 |
| Options (Right to Buy) | \$ 33.47 | 08/03/2005 | M | 2,500 | 06/01/2005 ⁽⁴⁾ | 06/01/2014 | | Class B Common Stock | 2,500 |
| Stock Appreciation Rights | \$ 26.975 | 08/03/2005 | M | 1,639 | 08/01/2004 ⁽⁵⁾ | 08/01/2013 | | Class B Common Stock | 1,639 |
| Stock Appreciation Rights | \$ 15.195 | 08/03/2005 | M | 1,639 | 08/01/2004 ⁽⁶⁾ | 08/01/2012 | | Class B Common Stock | 1,639 |
| Stock Appreciation Rights | \$ 11.165 | 08/03/2005 | M | 1,639 | 08/01/2004 ⁽⁷⁾ | 08/01/2011 | | Class B Common Stock | 1,639 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROY J STAPLETON
350 PARK AVENUE, 26TH FLOOR
NEW YORK, NY 10022

Signatures

Kelly C. Simoneaux, on behalf of J. Stapleton Roy, pursuant to a power of attorney

08/05/2005

**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) 33.3% exercisable on the date indicated and on each of the next two 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 on the next anniversary 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.

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- (6) 33.3% exercisable on the date indicated and on each of the next two anniversaries thereof.
- (7) 50% exercisable on the date indicated and on the next anniversary thereof.
- (8) 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.