

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

August 05, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADKERSON RICHARD C

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)

08/03/2005

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

President and CEO

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

NEW ORLEANS, LA 70112

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class B Common Stock | 08/03/2005 | | M | 308,855 A | \$ 13.9734 958,422 | D | |
| Class B Common Stock | 08/03/2005 | | F ⁽¹⁾ | 188,287 D | \$ 41.645 770,135 | D | |
| Class B Common Stock | 08/03/2005 | | S | 7,100 D | \$ 41.6 763,035 | D | |
| Class B Common | 08/03/2005 | | S | 300 D | \$ 41.57 762,735 | D | |

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Stock

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 1,300 | D | \$ 41.56 | 761,435 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 600 | D | \$ 41.55 | 760,835 | D |
|--------------|------------|---|-----|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 200 | D | \$ 41.51 | 760,635 | D |
|--------------|------------|---|-----|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|---------|---------|---|
| Common Stock | 08/03/2005 | S | 5,200 | D | \$ 41.5 | 755,435 | D |
|--------------|------------|---|-------|---|---------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 600 | D | \$ 41.44 | 754,835 | D |
|--------------|------------|---|-----|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 100 | D | \$ 41.43 | 754,735 | D |
|--------------|------------|---|-----|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|---------|---------|---|
| Common Stock | 08/03/2005 | S | 2,000 | D | \$ 41.4 | 752,735 | D |
|--------------|------------|---|-------|---|---------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 700 | D | \$ 41.38 | 752,035 | D |
|--------------|------------|---|-----|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 2,300 | D | \$ 41.37 | 749,735 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 4,800 | D | \$ 41.36 | 744,935 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 5,900 | D | \$ 41.35 | 739,035 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 2,300 | D | \$ 41.34 | 736,735 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 2,500 | D | \$ 41.33 | 734,235 | D |
|--------------|------------|---|-------|---|----------|---------|---|

Class B

| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 08/03/2005 | S | 6,000 | D | \$ 41.32 | 728,235 | D |
|--------------|------------|---|-------|---|----------|---------|---|

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| | | | | | | | |
|----------------------------|------------|---|--------|---|----------|---------|---|
| Class B Common Stock | 08/03/2005 | S | 6,600 | D | \$ 41.31 | 721,635 | D |
| Class B Common Stock | 08/03/2005 | S | 18,800 | D | \$ 41.3 | 702,835 | D |
| Class B Common Stock | 08/03/2005 | S | 9,300 | D | \$ 41.29 | 693,535 | D |
| Class B Common Stock | 08/03/2005 | S | 5,500 | D | \$ 41.28 | 688,035 | D |
| Class B Common Stock | 08/03/2005 | S | 5,400 | D | \$ 41.27 | 682,635 | D |
| Class B Common Stock | 08/03/2005 | S | 4,700 | D | \$ 41.26 | 677,935 | D |
| Class B Common Stock | 08/03/2005 | S | 800 | D | \$ 41.25 | 677,135 | D |
| Class B Common Stock | 08/03/2005 | S | 700 | D | \$ 41.24 | 676,435 | D |
| Class B Common Stock | 08/03/2005 | S | 1,000 | D | \$ 41.23 | 675,435 | D |
| Class B Common Stock | 08/03/2005 | S | 3,200 | D | \$ 41.22 | 672,235 | D |
| Class B Common Stock | 08/03/2005 | S | 3,900 | D | \$ 41.21 | 668,335 | D |
| Class B Common Stock | 08/03/2005 | S | 6,400 | D | \$ 41.2 | 661,935 | 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)

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| 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 Underlying (Instr. 3) |
|---|--|---|---|--------------------------------------|---|--|--------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date |
| Options (right to buy) <u>(2)</u> | \$ 13.9734 | 08/03/2005 | | M | 308,855 | 01/29/2003 ⁽³⁾ | 01/29/2012 |
| Forward Sale Contract (right/obligation to sell) | <u>(4)</u> <u>(5)</u> <u>(6)</u> | 08/04/2005 | | J ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | 1 | <u>(4)</u> | <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| ADKERSON RICHARD C 1615 POYDRAS STREET NEW ORLEANS, LA 70112 | President and CEO |

Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson 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) Shares withheld and delivered in payment of the exercise price of options and resulting taxes.

(2) Options with limited stock appreciation rights.

(3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(4) On August 4, 2005, the Reporting Person entered into a forward sale contract with a securities broker pursuant to which the Reporting Person agreed to sell up to 250,000 shares of Class B Common Stock to the securities broker for \$41.836 per share on August 4, 2010 (the "Maturity Date"), with the exact number of shares to be delivered on the Maturity Date determined as set forth below: (continued in footnote 5)

If the closing price of a share of Class B Common Stock on the Maturity Date is less than \$31.38, the Reporting Person will deliver 250,000 shares; if the closing price of a share of Class B Common Stock on the Maturity Date is greater than \$31.38, but less than \$56.90, the Reporting Person will deliver the number of shares resulting from multiplying 250,000 by a fraction, the numerator of which is \$31.38 and the denominator of which is the closing price on the Maturity Date; and if the closing price on the Maturity Date is greater than \$56.90, the Reporting Person will deliver the number of shares resulting from multiplying 250,000 by a fraction, the numerator of which is \$31.38 plus (the closing price on the Maturity Date minus \$56.90) and the denominator of which is the closing price on the Maturity Date. (continued in footnote 6)

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- (6) The Reporting Person may instead elect to settle this contract in cash and retain ownership of the 250,000 shares. The Reporting Person has pledged 250,000 shares of Class B Common Stock to secure its obligations under the contract. The Reporting Person will continue to hold beneficial ownership, and have voting rights and the right to receive quarterly dividend payments of \$.25 per share with respect to the shares for the term of the contract.

Remarks:

1 of 2 Forms 4 filed August 5, 2005 to report transactions occurring on August 3, 2005 and August 4, 2005.

See second Form 4 for the remainder of the reported transactions.

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.