

MOFFETT JAMES R
Form 4
February 04, 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 *
MOFFETT JAMES R

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)
02/04/2005

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chairman of the Board

NEW ORLEANS, LA 70112

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class B Common Stock | | | | | 21,510 ⁽¹⁾ | I | 401(k) Plan |
| Class B Common Stock | | | | | 7,552 ⁽²⁾ | I | By Spouse |
| Class B Common Stock | 02/04/2005 | | M | 205,904 A \$ 13.9734 | 205,904 | D | |
| Class B Common | 02/04/2005 | | M | 193,750 A \$ 14.77 | 399,654 | D | |

Stock

| | | | | | | | | |
|----------------------------|------------|------------------|---------|---|----------|-----------|---|---------------------------------------|
| Class B Common Stock | 02/04/2005 | J ⁽³⁾ | 305,832 | A | \$ 0 | 1,633,528 | I | By Limited Liability Company |
| Class B Common Stock | 02/04/2005 | F | 154,521 | D | \$ 37.14 | 1,479,007 | I | By Limited Liability Company |
| Class B Common Stock | 02/04/2005 | F | 93,822 | D | \$ 37.14 | 305,832 | D | |
| Class B Common Stock | 02/04/2005 | J ⁽⁶⁾ | 305,832 | D | \$ 0 | 0 | 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.

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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 Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Options (Right to Buy) | \$ 13.9734 | 02/04/2005 | | M | 205,904 | 01/29/2003 ⁽⁴⁾ | 01/29/2012 | Class B Common Stock | 205,904 |
| Options (Right to Buy) | \$ 14.77 | 02/04/2005 | | M | 193,750 | 01/29/2003 ⁽⁵⁾ | 01/29/2012 | Class B Common Stock | 193,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Chairman of the Board | |

MOFFETT JAMES R
1615 POYDRAS STREET
NEW ORLEANS, LA 70112

Signatures

Cynthia Molyneux, on behalf of James R. Moffett pursuant to a power of attorney

02/04/2005

__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) Based on plan statement as of December 31, 2004.
 - (2) The Reporting Person disclaims beneficial ownership of these shares.
 - (3) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.
 - (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.
 - (6) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.

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.