

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		
				Code	V	Amount	
Class B Common Stock	08/03/2005		M	A	\$ 15.195	18,665	D
Class B Common Stock	08/03/2005		M	A	\$ 26.975	21,165	D
Class B Common Stock	08/03/2005		M	A	\$ 11.165	23,665	D
Class B Common Stock	08/03/2005		M	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.

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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)
	\$ 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.