

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

November 03, 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 *
JOHNSTON J BENNETT

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)

2099 PENNSYLVANIA AVE.,
N.W., SUITE 850

(Street)

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

11/01/2005

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

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

WASHINGTON, DC 20006

(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	11/01/2005		M		6,556	A	\$ 17.3125	67,792	D
Class B Common Stock	11/01/2005		M		6,556	A	\$ 29.1563	74,348	D
Class B Common Stock	11/01/2005		M		6,556	A	\$ 14.9375	80,904	D
Class B	11/01/2005		M		6,556	A	\$ 9.0938	87,460	D

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Common
Stock

Class B

Common Stock	11/01/2005		M	6,556	A	\$ 11.165	94,016	D
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Class B

Common Stock ⁽⁶⁾	11/01/2005		D	32,780	D	\$ 49.695	61,236	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)	Am or Num of Sha
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Appreciation Rights	\$ 9.0938	11/01/2005		M	6,556	08/01/2001 ⁽¹⁾ 08/01/2010	Class B Common Stock	6,5
Stock Appreciation Rights	\$ 11.165	11/01/2005		M	6,556	08/01/2002 ⁽²⁾ 08/01/2011	Class B Common Stock	6,5
Stock Appreciation Rights	\$ 29.1563	11/01/2005		M	6,556	05/02/2000 ⁽³⁾ 08/01/2007	Class B Common Stock	6,5
Stock Appreciation Rights	\$ 14.9375	11/01/2005		M	6,556	05/02/2000 ⁽⁴⁾ 08/01/2008	Class B Common Stock	6,5
Stock Appreciation Rights	\$ 17.3125	11/01/2005		M	6,556	08/01/2000 ⁽⁵⁾ 08/01/2009	Class B Common Stock	6,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON J BENNETT 2099 PENNSYLVANIA AVE., N.W., SUITE 850 WASHINGTON, DC 20006				

Signatures

Kelly C. Simoneaux, on behalf of J. Bennett Johnston, pursuant to a power of attorney 11/03/2005

__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) 25% exercisable on the date indicated and 25% exercisable on each of the next three 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 25% exercisable on August 1, 2000 and on the next anniversary thereof.
- (4) 25% exercisable on the date indicated and 25% exercisable on August 1, 2000 and on each of the next two anniversaries thereof.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) 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.
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