

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 May 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
05/05/2006

Director 10% Owner
 Officer (give title below) 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)
 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	05/05/2006		M		375,000	A	\$ 37.04 375,000	D	
Class B Common Stock	05/05/2006		F		269,146	D	\$ 66.925 105,854	D	
Class B Common Stock	05/05/2006		J ⁽¹⁾		105,854	D	\$ 0 0	D	
Class B Common	05/05/2006		J ⁽¹⁾		105,854	A	\$ 0 1,243,673	I	By Limited

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Stock								Liability Company
Class B Common Stock	05/09/2006	S	4,300	D	\$ 69.26	1,239,373	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	6,200	D	\$ 69.27	1,233,173	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	2,100	D	\$ 69.24	1,231,073	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	2,900	D	\$ 69.25	1,228,173	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	900	D	\$ 69.22	1,227,273	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	800	D	\$ 69.28	1,226,473	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	4,800	D	\$ 69.29	1,221,673	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	2,800	D	\$ 69.3	1,218,873	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	2,800	D	\$ 69.31	1,216,073	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	700	D	\$ 69.32	1,215,373	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	3,600	D	\$ 68.88	1,211,773	I	By Limited Liability

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Class B Common Stock	05/09/2006	S	1,600	D	\$ 68.87	1,210,173	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	1,400	D	\$ 68.86	1,208,773	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	1,100	D	\$ 68.85	1,207,673	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	1,000	D	\$ 68.84	1,206,673	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	3,200	D	\$ 68.83	1,203,473	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	3,200	D	\$ 68.82	1,200,273	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	200	D	\$ 68.9	1,200,073	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	1,000	D	\$ 68.89	1,199,073	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	700	D	\$ 68.91	1,198,373	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	900	D	\$ 68.92	1,197,473	I	Company By Limited Liability Company
Class B Common Stock	05/09/2006	S	300	D	\$ 69	1,197,173	I	Company By Limited Liability Company

Class B Common Stock	05/09/2006	S	100	D	\$ 69.01	1,197,073	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	100	D	\$ 69.02	1,196,973	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	300	D	\$ 69.05	1,196,673	I	By Limited Liability Company
Class B Common Stock	05/09/2006	S	1,900	D	\$ 69.08	1,194,773 ⁽²⁾	I	By Limited Liability Company

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (right to buy)	\$ 37.04	05/05/2006		M	375,000	02/01/2006 ⁽³⁾ 02/01/2015	Class B Common Stock	375,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOFFETT JAMES R 1615 POYDRAS STREET NEW ORLEANS, LA 70112	X		Chairman of the Board	

Signatures

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

05/09/2006

__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) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.
 - (2) Transactions continued on next Form 4.
 - (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Remarks:

1 of 3 Forms 4 filed May 9, 2006, to report transactions occurring on May 5 and May 9, 2006. See other Forms 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.