

WHITMIRE C DONALD JR
Form 4
November 10, 2009

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 *
WHITMIRE C DONALD JR

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)
ONE NORTH CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP & Controller Financial Rptg

PHOENIX, AZ 85004

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
Common Stock					754 ⁽¹⁾	I	Through 401(k) Plan
Common Stock	11/09/2009		M		5,000	A	\$ 67.36 37,347.144
Common Stock	11/09/2009		M		5,000	A	\$ 56.5 42,347.144
Common Stock	11/09/2009		M		5,000	A	\$ 63.765 47,347.144
Common Stock	11/09/2009		M		10,000	A	\$ 37.04 57,347.144

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Common Stock	11/09/2009	M	5,000	A	\$ 36.765	62,347.144	D
Common Stock <u>(7)</u>	11/09/2009	S	30,000	D	\$ 82.5	32,347.144	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Options (Right to Buy)	\$ 36.765	11/09/2009		M	5,000	02/03/2005 ⁽²⁾ 02/03/2014	Common Stock	5,000
Options (Right to Buy)	\$ 37.04	11/09/2009		M	10,000	02/01/2006 ⁽³⁾ 02/01/2015	Common Stock	10,000
Options (right to buy)	\$ 63.765	11/09/2009		M	5,000	01/31/2007 ⁽⁴⁾ 01/31/2016	Common Stock	5,000
Options (right to buy)	\$ 56.5	11/09/2009		M	5,000	01/30/2008 ⁽⁵⁾ 01/30/2017	Common Stock	5,000
Options (Right to Buy)	\$ 67.36	11/09/2009		M	5,000	05/01/2008 ⁽⁶⁾ 05/01/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VP & Controller Financial Rptg

WHITMIRE C DONALD JR
ONE NORTH CENTRAL AVENUE
PHOENIX, AZ 85004

Signatures

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney

11/10/2009

__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 September 30, 2009.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries 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.
- (6) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (7) Amount beneficially owned following the reported transactions includes 21,967 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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