

FREEPORT MCMORAN COPPER & GOLD INC

Form 424B3

April 29, 2002

Filed pursuant to Rule
424(b)(3)
Registration No. 333-72760

Prospectus Supplement No. 2 to Prospectus

Freeport-McMoRan Copper & Gold Inc.
FCX Investment Ltd.

\$603,750,000
8 1/4% Convertible Senior Notes due 2006

Freeport-McMoRan Copper & Gold Inc.
42,220,280 Shares of Class A Common Stock
42,220,280 Shares of Class B Common Stock

This prospectus supplement relates to the resale by the selling securityholders listed below of 8 1/4% Convertible Senior Notes due 2006 of Freeport-McMoRan Copper & Gold Inc. and its wholly owned subsidiary, FCX Investment Ltd., and the shares of class A or class B common stock of Freeport-McMoRan Copper & Gold Inc. issuable upon the conversion of the notes. You should read this prospectus supplement together with the prospectus dated March 12, 2002, and the prospectus supplement No. 1 dated April 15, 2002, which are to be delivered with this prospectus supplement.

The table below (1) sets forth additional and updated information with respect to the principal amount of notes owned by each selling securityholder, and the shares of common stock into which such notes are convertible, that may be offered under the prospectus and the prospectus supplements by the selling securityholders; and (2) supplements and, to the extent inconsistent with, amends both the table appearing in the section entitled "Selling Securityholders" beginning on page 43 of the prospectus and the table set forth in prospectus supplement No. 1. To the extent a selling securityholder is listed both in the table below and in either or both the table appearing in the prospectus and the table appearing in prospectus supplement No. 1, the information set forth below regarding that selling securityholder supercedes the information set forth in either or both the prospectus and the prospectus supplement No. 1.

The information is based on information provided by or on behalf of the selling securityholders. The selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided the information regarding their notes or common stock in transactions exempt from the registration requirements of the Securities Act of 1933. Because the selling securityholders may offer all or some portion of the notes or the common stock to be offered by them, we cannot estimate the amount of any sales.

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Name of Selling Securityholder	Principal Amount of Notes Owned and Offered	Percentage of Notes Outstanding	Number of Shares of Common Stock That May Be Sold (1)
American International Group- VC I Value Fund	\$ 5,000	*	349
American Samoa Government	42,000	*	2,937
BP Amoco PLC Master Trust	1,552,000	*	108,531
EQ/Putnam Growth & Income Portfolio	274,000	*	19,160
Estate of James Campbell, The	262,000	*	18,321
Hotel Union & Hotel Industry of Hawaii Pension Plan	451,000	*	31,538
James Campbell Corporation, The	351,000	*	24,545
Jefferies and Company Inc.	10,000	*	699
Lincoln National Global Asset Allocation Fund, Inc.	245,000	*	17,132
Marsh & McLennan Companies, Inc. U.S. Retirement Plan	150,000	*	10,489
Merrill Lynch Pierce Fenner & Smith Inc.	11,312,000	1.87%	791,048
Pacific Life Funds-Equity Income	10,000	*	699
Pacific Select Funds-Equity Income	25,000	*	1,748
Penn Series Funds, Inc. - Large Cap Value Fund	240,000	*	16,783
Putnam Asset Allocation Funds-Balanced Portfolio	2,010,000	*	140,559
Putnam Asset Allocation Funds-Conservative Portfolio	1,350,000	*	94,405
Putnam Asset Allocation Funds-Growth Portfolio	180,000	*	12,587
Putnam Convertible Income-Growth Trust	11,700,000	1.94%	818,181
Putnam Convertible Opportunities and Income Trust	435,000	*	30,419
Putnam Equity Income Fund	1,700,000	*	118,881
Putnam Fund for Growth and Income, The	14,298,000	2.37%	999,860
Putnam Global Natural Resources Fund	3,300,000	*	230,769
Putnam Growth and Income (U.S. Value Equity) Fund (Dublin)	105,000	*	7,342
Putnam Large Cap Value Trust	40,000	*	2,797
Putnam Variable Trust- Putnam Global Asset Allocation Fund	495,000	*	34,615
Putnam Variable Trust- Putnam VT Growth & Income Fund	3,610,000	*	252,447

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Quattro Fund Ltd.	2,500,000	*	174,825
Viacom Inc. Pension Plan Master Trust	45,000	*	3,146
Zurich Institutional Benchmarks Master Fund Ltd.	2,227,000	*	155,734
Zurich Institutional Benchmarks Master Fund c/o Quattro Fund	2,500,000	*	174,825

* Less than 1%

- (1) The notes are convertible into shares of class A or class B common stock at a conversion price (subject to adjustment) of \$14.30 per share.

Investing in the notes involves significant risks that are described in the "Risk Factors" section beginning on page 10 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is April 29, 2002.