

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  
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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 \*  
**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	05/09/2006		S	100 D \$ 68.52	1,146,373	I	By Limited Liability Company
Class B Common Stock	05/09/2006		S	500 D \$ 68.58	1,145,873	I	By Limited Liability Company
Class B Common Stock	05/09/2006		S	400 D \$ 68.63	1,145,473	I	By Limited Liability Company
Class B Common	05/09/2006		S	100 D \$ 68.64	1,145,373	I	By Limited Liability

Stock								Company	
Class B Common Stock	05/09/2006		S	200	D	\$ 68.77	1,145,173	I	By Limited Liability Company
Class B Common Stock	05/09/2006		S	1,200	D	\$ 68.8	1,143,973	I	By Limited Liability Company
Class B Common Stock	05/09/2006		S	300	D	\$ 68.81	1,143,673 <sup>(1)</sup>	I	By Limited Liability Company
Class B Common Stock							23,032 <sup>(2)</sup>	I	By 401(k) plan
Class B Common Stock							7,552 <sup>(3)</sup>	I	By Spouse

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.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman of the Board	

MOFFETT JAMES R  
1615 POYDRAS STREET  
NEW ORLEANS, LA 70112

## 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) The Reporting Person's beneficial ownership also includes options to acquire a total of 1,125,000 shares of Class B Common Stock, all of which are unvested.
- (2) Based on plan statement as of March 31, 2006.
- (3) The Reporting Person disclaims beneficial ownership of these shares.

### Remarks:

3 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.