

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 July 26, 2005

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 *
 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)
 1615 POYDRAS STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2005

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

NEW ORLEANS, LA 70112
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock | | | | | 1,072 | I | Through IRA |
| Class B Common Stock | | | | | 638.87 ⁽¹⁾ | I | Through 401(k) Plan |
| Class B Common Stock | 07/22/2005 | | M | 3,744 A | \$ 13.9734 6,691 | D | |
| Class B Common | 07/22/2005 | | M | 4,500 A | \$ 11.31 11,191 | D | |

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| | | | | | | | |
|---|------------|---|-------|---|-----------|--------|---|
| Stock | | | | | | | |
| Class B Common Stock | 07/22/2005 | M | 5,000 | A | \$ 18.885 | 16,191 | D |
| Class B Common Stock | 07/22/2005 | S | 444 | D | \$ 40.33 | 15,747 | D |
| Class B Common Stock | 07/22/2005 | S | 100 | D | \$ 40.29 | 15,647 | D |
| Class B Common Stock | 07/22/2005 | S | 1,100 | D | \$ 40.28 | 14,547 | D |
| Class B Common Stock | 07/22/2005 | S | 700 | D | \$ 40.23 | 13,847 | D |
| Class B Common Stock | 07/22/2005 | S | 2,800 | D | \$ 40.22 | 11,047 | D |
| Class B Common Stock | 07/22/2005 | S | 3,300 | D | \$ 40.21 | 7,747 | D |
| Class B Common Stock | 07/22/2005 | S | 200 | D | \$ 40.2 | 7,547 | D |
| Class B Common Stock | 07/22/2005 | S | 700 | D | \$ 40.19 | 6,847 | D |
| Class B Common Stock | 07/22/2005 | S | 600 | D | \$ 40.18 | 6,247 | D |
| Class B Common Stock | 07/22/2005 | S | 500 | D | \$ 40.17 | 5,747 | D |
| Class B Common Stock | 07/22/2005 | S | 100 | D | \$ 40.16 | 5,647 | D |
| Class B Common Stock | 07/22/2005 | S | 1,300 | D | \$ 40.14 | 4,347 | D |
| Class B Common Stock ⁽⁵⁾ | 07/22/2005 | S | 1,400 | D | \$ 40.13 | 2,947 | 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options (Right to Buy) | \$ 13.9734 | 07/22/2005 | | M | 3,744 | 01/29/2003 ⁽²⁾ 01/29/2012 | Class B Common Stock | 3,744 |
| Options (Right to Buy) | \$ 11.31 | 07/22/2005 | | M | 4,500 | 01/30/2002 ⁽³⁾ 01/30/2011 | Class B Common Stock | 4,500 |
| Options (Right to Buy) | \$ 18.885 | 07/22/2005 | | M | 5,000 | 02/04/2004 ⁽⁴⁾ 02/04/2013 | Class B Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITMIRE C DONALD JR 1615 POYDRAS STREET NEW ORLEANS, LA 70112 | | | VP & Controller Financial Rptg | |

Signatures

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

07/26/2005

**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) Based on plan statement as of June 30, 2005.

(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) Amount beneficially owned following the reported transactions includes 951 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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