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FREEPORT MCMORAN COPPER & GOLD INC

Form 4

February 17, 2005

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARNOLD MICHAEL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

FREEPORT MCMORAN COPPER & GOLD INC [FCX]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

1615 POYDRAS STREET

(Month/Day/Year) 02/15/2005

Chief Administrative Officer

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW ORLEANS, LA 70112

(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. Transactic Code (Instr. 8)	omr Dispos	Securities Acquired (A) Disposed of (D) nstr. 3, 4 and 5) (A) or mount (D) Price		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							2,027 (1)	I	401(k) Plan	
Class B Common Stock	02/15/2005		M	16,250	A	\$ 11.31	69,156	D		
Class B Common Stock	02/15/2005		M	18,719	A	\$ 13.9734	87,875	D		
Class B Common	02/15/2005		M	18,750	A	\$ 18.885	106,625	D		

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Stock							
Class B Common Stock	02/15/2005	S	25,000	D	\$ 38.45	81,625	D
Class B Common Stock	02/15/2005	S	300	D	\$ 38.34	81,325	D
Class B Common Stock	02/15/2005	S	24,700	D	\$ 38.3	56,625	D
Class B Common Stock	02/15/2005	S	219	D	\$ 38.26	56,406	D
Class B Common Stock (8)	02/15/2005	S	3,500	D	\$ 38.22	52,906	D

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (Right to Buy) (2)	\$ 11.31	02/15/2005		M	16,250	01/30/2002(3)	01/30/2011	Class B Common Stock	16,250
Options (Right to Buy) (4)	\$ 13.9734	02/15/2005		M	18,719	01/29/2003(5)	01/29/2012	Class B Common Stock	18,719
Options (Right to Buy) (6)	\$ 18.885	02/15/2005		M	18,750	02/04/2004(7)	02/04/2013	Class B Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARNOLD MICHAEL J Chief

1615 POYDRAS STREET Administrative

NEW ORLEANS, LA 70112 Officer

Signatures

Kelly C. Simoneaux on behalf of Michael J. Arnold pursuant to a power of attorney

02/17/2005

**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 December 31, 2004.
- (2) Options with limited stock appreciation rights.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) Options with limited stock appreciation rights.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) Options with limited stock appreciation rights.
- (7) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (8) The Reporting Persons Class B Common Stock holdings include 11,902 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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