

GRAHAM H DEVON JR
Form 4
February 03, 2006

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 *
GRAHAM H DEVON 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)
1900 WEST LOOP SOUTH, SUITE 1050
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

HOUSTON, TX 77027

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 or Price | | |
| Class B Common Stock | 02/02/2006 | | M | | 6,556 A \$ 11.165 | 12,556 | D |
| Class B Common Stock | 02/02/2006 | | M | | 10,000 A \$ 11.165 | 22,556 | D |
| Class B Common Stock | 02/02/2006 | | M | | 7,500 A \$ 15.195 | 30,056 | D |
| Class B Common Stock | 02/02/2006 | | D | | 6,556 D \$ 63.26 | 23,500 | D |

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| | | | | | | | | |
|---|------------|---|-------|---|----------|--------|--|---|
| Common Stock | | | | | | | | |
| Class B Common Stock | 02/02/2006 | S | 200 | D | \$ 64.48 | 23,300 | | D |
| Class B Common Stock | 02/02/2006 | S | 300 | D | \$ 64.45 | 23,000 | | D |
| Class B Common Stock | 02/02/2006 | S | 1,000 | D | \$ 64.43 | 22,000 | | D |
| Class B Common Stock | 02/02/2006 | S | 300 | D | \$ 64.42 | 21,700 | | D |
| Class B Common Stock | 02/02/2006 | S | 500 | D | \$ 64.4 | 21,200 | | D |
| Class B Common Stock | 02/02/2006 | S | 100 | D | \$ 64.39 | 21,100 | | D |
| Class B Common Stock | 02/02/2006 | S | 100 | D | \$ 64.37 | 21,000 | | D |
| Class B Common Stock | 02/02/2006 | S | 1,000 | D | \$ 64.31 | 20,000 | | D |
| Class B Common Stock | 02/02/2006 | S | 3,400 | D | \$ 64.2 | 16,600 | | D |
| Class B Common Stock | 02/02/2006 | S | 100 | D | \$ 64.19 | 16,500 | | D |
| Class B Common Stock | 02/02/2006 | S | 5,300 | D | \$ 64.18 | 11,200 | | D |
| Class B Common Stock ⁽⁴⁾ | 02/02/2006 | S | 5,200 | D | \$ 64.1 | 6,000 | | 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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 11.165 | 02/02/2006 | | M | 6,556 | 08/01/2002 ⁽¹⁾ 08/01/2011 | Class B Common Stock |
| Options (Right to Buy) | \$ 11.165 | 02/02/2006 | | M | 10,000 | 08/01/2002 ⁽²⁾ 08/01/2011 | Class B Common Stock |
| Options (Right to Buy) | \$ 15.195 | 02/02/2006 | | M | 7,500 | 08/01/2003 ⁽³⁾ 08/01/2012 | Class B Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAHAM H DEVON JR
1900 WEST LOOP SOUTH, SUITE 1050
HOUSTON, TX 77027

Signatures

Kelly C. Simoneaux, on behalf of H. Devon Graham, Jr., pursuant to a power of attorney

02/03/2006

__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) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(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) Amount beneficially owned following the reported transactions includes 3,500 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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