#### GRAHAM H DEVON JR

Form 4 March 07, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

**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 may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * GRAHAM H DEVON JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol FREEPORT MCMORAN COPPER & GOLD INC [FCX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 1900 WEST 1 1050	(First) (Middle)  T LOOP SOUTH, SUITE		3. Date of Earliest Transaction (Month/Day/Year) 03/06/2008	Director 10% Owner Officer (give title below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

HOUSTON, TX 77027

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/06/2008		Code V M	Amount 2,500	(D)	Price \$ 15.195	12,500	D	
Common Stock	03/06/2008		M	10,000	A	\$ 26.975	22,500	D	
Common Stock	03/06/2008		S	300	D	\$ 105.03	22,200	D	
Common Stock	03/06/2008		S	1,200	D	\$ 105.02	21,000	D	
Common Stock	03/06/2008		S	500	D	\$ 105.01	20,500	D	

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Common Stock	03/06/2008	S	200	D	\$ 105	20,300	D
Common Stock	03/06/2008	S	100	D	\$ 104.96	20,200	D
Common Stock	03/06/2008	S	412	D	\$ 104.95	19,788	D
Common Stock	03/06/2008	S	900	D	\$ 104.94	18,888	D
Common Stock	03/06/2008	S	500	D	\$ 104.89	18,388	D
Common Stock	03/06/2008	S	200	D	\$ 104.86	18,188	D
Common Stock	03/06/2008	S	100	D	\$ 104.84	18,088	D
Common Stock	03/06/2008	S	700	D	\$ 104.83	17,388	D
Common Stock	03/06/2008	S	800	D	\$ 104.82	16,588	D
Common Stock	03/06/2008	S	250	D	\$ 104.81	16,338	D
Common Stock	03/06/2008	S	600	D	\$ 104.8	15,738	D
Common Stock	03/06/2008	S	700	D	\$ 104.79	15,038	D
Common Stock	03/06/2008	S	300	D	\$ 104.78	14,738	D
Common Stock	03/06/2008	S	1,146	D	\$ 104.77	13,592	D
Common Stock	03/06/2008	S	300	D	\$ 104.76	13,292	D
Common Stock	03/06/2008	S	2,392	D	\$ 104.75	10,900	D
Common Stock	03/06/2008	S	800	D	\$ 104.74	10,100	D
Common Stock (3)	03/06/2008	S	100	D	\$ 104.73	10,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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# 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 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (Right to Buy)	\$ 15.195	03/06/2008		M	2	2,500	08/01/2003(1)	08/01/2012	Common Stock	2,500
Options (Right to Buy)	\$ 26.975	03/06/2008		M	10	0,000	08/01/2004(2)	08/01/2013	Common Stock	10,000

## **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

03/07/2008

\*\*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) Amount beneficially owned following the reported transactions includes 6,500 Common Stock Restricted Stock Units.

### Remarks:

1 of 2 Forms 4 filed March 7, 2008 to report transactions occurring on March 6, 2008. See second Form 4 for the remainder of 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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Reporting Owners 3