

FREEPORT MCMORAN COPPER & GOLD INC
Form 424B3
October 12, 2004

Filed pursuant to Rule 424(b)(3)

Registration No. 333-114430

Prospectus Supplement No. 5 to Prospectus

Freeport-McMoRan Copper & Gold Inc.

1,100,000 Shares

5½% Convertible Perpetual Preferred Stock and the
Class B Common Stock Issuable Upon Conversion of the
5½% Convertible Perpetual Preferred Stock

This prospectus supplement relates to the resale by the selling securityholders listed below of 5½% Convertible Perpetual Preferred Stock of Freeport-McMoRan Copper & Gold Inc., and the shares of class B common stock of Freeport-McMoRan Copper & Gold Inc. issuable upon the conversion of the stock. You should read this prospectus supplement together with the prospectus dated May 3, 2004, and the prospectus supplements No. 1 dated June 4, 2004, No. 2 dated July 26, 2004, No. 3 dated August 23, 2004 and No. 4 dated September 10, 2004, which are to be delivered with this prospectus supplement.

The table below (1) sets forth additional and updated information with respect to the number of shares of the preferred stock owned by each selling securityholder, and the shares of common stock into which such stock is convertible, that may be offered under the prospectus by the selling securityholders, and (2) supplements and, to the extent inconsistent

with, amends the table appearing in the section entitled "Selling Securityholders" beginning on page 35 of the prospectus. To the extent a selling securityholder is listed both in the table below and in the table appearing in the prospectus, the information set forth below regarding that selling securityholder supercedes the information set forth in the prospectus.

The number of shares of our class B common stock shown in the table below assumes conversion of all of the shares of the preferred stock held by such holder at the initial conversion rate of 18.8019 shares of common stock per share of the preferred stock. This conversion rate is subject to certain adjustments as described under "Description of the Preferred Stock - Conversion Rights" in the prospectus. Accordingly, the shares of class B common stock issuable upon conversion of the preferred stock may increase or decrease from time to time. Under the terms of the certificate of designations, fractional shares will not be issued upon conversion of the preferred stock. Cash will be paid in lieu of fractional shares, if any. As of September 30, 2004, we had 178,528,545 shares of our class B common stock outstanding.

The information in the table below is based on information provided by or on behalf of the selling securityholders.

The selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their stock or class B common stock since the date on which they provided the information regarding their stock or class B common stock in transactions exempt from the registration requirements of the Securities Act of 1933.

Because the selling securityholders may offer all or some portion of the preferred stock or the class B common stock to be offered by them, we cannot estimate the amount of any sales.

| Name | Number of Shares of Preferred Stock Beneficially Owned That May Be Sold | Percentage of Preferred Stock Outstanding* | Number of Shares of Underlying Common Stock That May Be Sold |
|--|---|--|--|
| Argent LowLev Convertible Arbitrage Fund LLC | 1,140 | ** | 21,434 |
| Argent LowLev Convertible Arbitrage Fund Ltd. | 6,180 | ** | 116,195 |
| ATSF - Transamerica Convertible Securities DaimlerChrysler Corp Emp. #1 Pension Plan dtd | 7,000 | ** | 131,613 |
| | 5,400 | ** | 101,530 |
| 4/1/89 | | | |
| Franklin and Marshall College | 300 | ** | 5,640 |
| Goldman Sachs & Co | 23,340 | 2.12% | 438,836 |
| IDEX - Transamerica Convertible Securities Fund | 3,500 | ** | 65,806 |
| Lionhart Aurora Fund Ltd. | 150 | ** | 2,820 |
| Lionhart Global Appreciation Fund Ltd. | 775 | ** | 14,571 |
| Lionhart Titan Fund Ltd. | 75 | ** | 1,410 |
| OCM Convertible Trust | 5,000 | ** | 94,009 |
| State Street Bank Custodian for GE Pension Trust | 2,800 | ** | 52,645 |

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| | | | |
|--|---------|-------|-----------|
| UBS Securities LLC | 12,500 | 1.14% | 235,023 |
| Vanguard Convertible Securities Fund, Inc. | 35,200 | 3.20% | 661,826 |
| Total | 103,360 | 9.40% | 1,943,358 |

*

Based on 1,100,000 shares of the preferred stock outstanding.

**

Less than 1%.

Investing in the preferred stock involves significant risks that are described in the Risk Factors section beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 12, 2004.