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PHELPS DODGE CORP
Form 8-K
June 13, 2002

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 12, 2002

(Date of Report/Date of earliest event reported)

PHELPS DODGE CORPORATION

(Exact name of registrant as specified in its charter)

New York	333-67606	13-1808503
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

ONE NORTH CENTRAL AVENUE
PHOENIX, ARIZONA 85004
(Address and zip code of principal executive offices)

(602) 366-8100
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

The following documents are filed with reference to the Registration Statement on Form S-3 (File No. 333-67606), of Phelps Dodge Corporation (the "Company") filed with the Securities & Exchange Commission on August 15, 2001:

- 1.1 Underwriting Agreement, dated June 6, 2002, between the Company and J.P. Morgan Securities Inc. (Common Shares of the Company); and
- 1.2 Underwriting Agreement, dated June 6, 2002, between the Company and J.P. Morgan Securities Inc. (Mandatory Convertible Preferred

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Shares of the Company).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2002

PHELPS DODGE CORPORATION
(Registrant)

By: /s/ Ramiro G. Peru

Name: Ramiro G. Peru
Title: Senior Vice President and
Chief Financial Officer

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EXHIBIT INDEX

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- 1.2 Underwriting Agreement, dated June 6, 2002, between the Company and J.P. Morgan Securities Inc. (Mandatory Convertible Preferred Shares of the Company)

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