

MOFFETT JAMES R
Form 4
December 02, 2005

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 *
MOFFETT JAMES R

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)
1615 POYDRAS STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

NEW ORLEANS, LA 70112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Class B Common Stock | 12/01/2005 | | S | 4,200 D \$ 54.35 | 1,149,552 | I | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | | S | 3,400 D \$ 54.34 | 1,146,152 | I | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | | S | 1,900 D \$ 54.33 | 1,144,252 | I | By Limited Liability Company |
| Class B Common | 12/01/2005 | | S | 2,900 D \$ 54.32 | 1,141,352 | I | By Limited Liability |

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| Stock | | | | | | | | | Company |
|----------------------------|------------|---|-------|---|-------------|--------------------------|---|--|------------------------------------|
| Class B Common Stock | 12/01/2005 | S | 900 | D | \$ 54.31 | 1,140,452 | I | | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | S | 1,500 | D | \$ 54.3 | 1,138,952 | I | | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | S | 600 | D | \$ 54.4 | 1,138,352 | I | | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | S | 400 | D | \$ 54.39 | 1,137,952 | I | | By Limited Liability Company |
| Class B Common Stock | 12/01/2005 | S | 300 | D | \$ 54.38 | 1,137,652 ⁽¹⁾ | I | | By Limited Liability Company |
| Class B Common Stock | | | | | | 22,436 ⁽²⁾ | I | | By 401(k) Plan |
| Class B Common Stock | | | | | | 7,552 ⁽³⁾ | I | | By Spouse |

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.

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOFFETT JAMES R 1615 POYDRAS STREET NEW ORLEANS, LA 70112 | X | | Chairman of the Board | |

Signatures

Cynthia M. Molyneux, on behalf of James R. Moffett pursuant to a power of attorney

12/02/2005

__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) The Reporting Person's beneficial ownership also includes options to acquire a total of 1,899,654 shares of Class B Common Stock, all of which are unvested.
- (2) Based on plan statement as of September 30, 2005.
- (3) The Reporting Person disclaims beneficial ownership of these shares.

Remarks:

4 of 4 Forms 4 filed December 2, 2005 to report transactions occurring on December 1, 2005. See other Forms 4 for the remainder.

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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