MOFFETT JAMES R

Form 4

February 04, 2011

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

below)

56.5714 3,030,503

(3)

Symbol

MOFFETT JAMES R

FREEPORT MCMORAN COPPER & GOLD INC [FCX]

(Check all applicable)

(Last)

(First)

(Middle)

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

X Director X_ Officer (give title

10% Owner Other (specify

1615 POYDRAS STREET

(Street)

02/02/2011

Stock

02/02/2011

Chairman of the Board

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

S

Form filed by More than One Reporting NEW ORLEANS, LA 70112 Person

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4)	f (D)	uired (A) or	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)
Common Stock	02/02/2011		M	250,000	A	\$ 12.295	410,488 (4)	D	
Common Stock	02/02/2011		F(1)	127,909	D	\$ 56.26	282,579	D	
Common Stock	02/02/2011		<u>J(2)</u>	122,091	D	\$ 0	160,488	D	
Common Stock	02/02/2011		J(2)	122,091	A	\$ 0	3,153,503 (4)	I	By LLC
Common	02/02/2011		S	123 000	D	\$ 56 5714	3 030 503	ĭ	Ry I I C

123,000 D

By LLC

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Common Stock	$7,552 \frac{(4)}{(5)}$ I	By Spouse
Common Stock	53,208 (4) (6) I	By 401(k) plan

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

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou: Number Shares		
Options (right to buy)	\$ 12.295 (4)	02/02/2011		M		0,000 (4)	02/02/2010(7)	02/02/2019	Common Stock	250,0		

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 02/04/2011

Date

**Signature of Reporting Person

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) Shares delivered and withheld in payment of the exercise price of options and resulting taxes.
- (2) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.

Reporting Owners 2

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- The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$56.42 \$56.78. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) On February 1, 2011, the Issuer effected a two-for-one stock split, thus the referenced share amounts and exercise price reflect the post-split adjustments to outstanding equity awards and shares held.
- (5) The Reporting Person disclaims beneficial ownership of these shares.
- (6) Based on plan statement as of December 31, 2010.
- (7) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Remarks:

Following the reported transactions and after adjustments to reflect the two-for-one stock split on February 1, 2011, Mr. Moffe Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.