

FREEPORT MCMORAN COPPER & GOLD INC
Form SC 13D/A
February 13, 2003

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

SCHEDULE 13D

(AMENDMENT NO. 3)

Under the Securities Exchange Act of 1934

FREEPORT-McMoRan COPPER & GOLD Inc.
(Name of Issuer)

CLASS B COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

NO. 35671D857
(CUSIP Number)

Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, NY 10004-1980
Attn: Allen I. Isaacson
(212) 859-8000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 6, 2002
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP NO. 35671D857

1 NAME OF REPORTING PERSON RIO TINTO PLC f/k/a THE RTZ CORPORATION PLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS WC/AF/OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales

7 SOLE VOTING POWER
None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
23,931,100

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
23,931,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON 23,931,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)* 16.5%

14 TYPE OF REPORTING PERSON CO

* Based on 144,894,108 shares of Class B common stock of Freeport-McMoRan Copper & Gold Inc. issued and outstanding, which information was obtained from the Issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2002.

CUSIP NO. 35671D857

1 NAME OF REPORTING PERSON RIO TINTO INTERNATIONAL
HOLDINGS LIMITED
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales

7 SOLE VOTING POWER
None

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23,931,100

9 SOLE DISPOSITIVE POWER
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10 SHARED DISPOSITIVE POWER
23,931,100

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14 TYPE OF REPORTING PERSON CO

* Based on 144,894,108 shares of Class B common stock of Freeport-McMoRan Copper & Gold Inc. issued and outstanding, which information was obtained from the Issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2002.

CUSIP NO. 35671D857

1 NAME OF REPORTING PERSON RIO TINTO INDONESIA
LIMITED f/k/a RTZ
INDONESIA LIMITED
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS n/a

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales

7 SOLE VOTING POWER
None

8 SHARED VOTING POWER
None

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%

14 TYPE OF REPORTING PERSON CO

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 amends the Schedule 13D filed on May 22, 1995, as amended by Amendment No. 1 filed on June 1, 1995 and Amendment No. 2 filed on July 7, 1995, by each of Rio Tinto plc and Rio Tinto Indonesia Limited with respect to the Class B Common Stock of Freeport-McMoRan Copper & Gold, Inc. (the "Schedule 13D"), as follows. Terms used herein have the meanings set forth in Schedule 13D.

(a) Item 1 is hereby amended and restated in its entirety as follows:

ITEM 1: SECURITY AND ISSUER.

"This Statement on Schedule 13D relates to the Class B Common

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Stock, par value \$0.10 per share ("FCX Class B Common Stock"), of Freeport-McMoRan Copper & Gold Inc., a Delaware Corporation ("FCX"). The principal executive offices of FCX are located at 1615 Poydras Street, New Orleans, Louisiana 70112."

(b) Item 2 is hereby amended and restated in its entirety as follows:

ITEM 2: IDENTITY AND BACKGROUND.

"This Statement is being filed by Rio Tinto plc ("Rio Tinto" or "RTZ") and its wholly owned subsidiaries, Rio Tinto International Holdings Limited ("International") and Rio Tinto Indonesia Limited ("Indonesia" or "RTZI"). (Indonesia is wholly owned by Rio Tinto International Holdings Limited, which is wholly owned by Rio Tinto.) International is a successor (by transfer) to the interests previously held by Indonesia in FCX Class B Common Stock. Each of Rio Tinto, International and Indonesia is a company organized under the laws of England and the business address of each of Rio Tinto, International and Indonesia is 6 St. James's Square, London SW1Y 4LD, England.

Rio Tinto is one of the world's leading international mining companies. Rio Tinto's substantial interests in mining include: copper, gold, iron ore, aluminum, zinc and silver in metals; coal and uranium in energy; and borates, titanium dioxide feedstock, talc, diamonds and zircon in other minerals. International is a direct wholly owned subsidiary of Rio Tinto and a holding company for certain subsidiaries and assets of Rio Tinto.

The name, business address, principal occupation or employment and citizenship of each of the directors and executive officers of Rio Tinto and International are set forth on Schedule I and are incorporated herein by reference.

During the last five years, neither Rio Tinto nor International nor, to the best knowledge of Rio Tinto or International, any of the persons listed on Schedule I hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws."

(c) Item 5 is hereby amended and restated in its entirety as follows:

ITEM 5: INTEREST IN SECURITIES OF THE ISSUER.

"(a) On May 6, 2002, FCX combined its Class A and Class B Common Stock into a single class of Class B Common Stock on a one-for-one basis. The 23,931,100 shares of FCX Class A Common Stock then beneficially owned by Rio Tinto and Indonesia were automatically converted into 23,931,100 shares of FCX Class B Common Stock without any action on the part of Rio Tinto or Indonesia. On May 31, 2002, the shares of FCX Class B Common Stock beneficially owned by Indonesia were transferred to International. As of the date hereof, Rio Tinto beneficially owns, through International, its wholly owned subsidiary, 23,931,100 shares of Class B Common Stock, representing 16.5% of the shares of FCX Class B Common Stock issued and outstanding, which is the only class of FCX common stock issued and outstanding. (Such

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calculation is based on 144,894,108 shares of FCX Class B Common Stock issued and outstanding as of September 30, 2002, which information was obtained from the FCX quarterly report on Form 10-Q for the quarter ended September 30, 2002.)

(b) International has the power, and Rio Tinto may be deemed to share the power, to vote and dispose of the 23,931,100 shares of FCX Class B Common Stock.

(c) Except as disclosed in response to Item 5(a) above, no transactions in shares of FCX Class B Common Stock were effected during the past 60 days or since May 6, 2002 by Rio Tinto, International, Indonesia or any person listed on Schedule I. To the knowledge of Rio Tinto or International, none of the persons listed on Schedule I beneficially owns any shares of FCX Class B Common Stock.

(d) No other person is known by Rio Tinto or International to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of FCX Class B Common Stock beneficially owned by them.

(e) As of May 31, 2002, Indonesia ceased to beneficially own more than five percent of FCX Class B Common Stock when it distributed its 23,931,100 shares of FCX Class B Common Stock to International."

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2003

RIO TINTO PLC

By: /s/ Anette V. Lawless

Name: Anette V. Lawless
Title: Secretary

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

By: /s/ Anette V. Lawless

Name: Anette V. Lawless
Title: Director

RIO TINTO INDONESIA LIMITED

By: /s/ Anette V. Lawless

Name: Anette V. Lawless
Title: Director

SCHEDULE I

DIRECTORS AND OFFICERS OF

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RIO TINTO PLC ("RIO TINTO")

EXECUTIVE DIRECTORS*

NAME -----	TITLE/PRINCIPAL OCCUPATION -----
Sir Robert Wilson KCMG	Chairman of Rio Tinto
Robert Adams	Director of Planning and Development of Rio Tinto
Guy R. Elliott	Finance Director of Rio Tinto
R. Leigh Clifford	Chief Executive of Rio Tinto
Oscar L. Groeneveld	Chief Executive of the Copper Group
Jonathan C. A. Leslie	Chief Executive of the Diamonds & Gold Group

OFFICERS

NAME -----	TITLE/PRINCIPAL OCCUPATION -----
Anette V. Lawless	Secretary of Rio Tinto

Each of the foregoing directors and officers of Rio Tinto is a citizen of the United Kingdom, other than Mr. R. Leigh Clifford and Mr. Oscar L. Groeneveld, who are citizens of Australia and Mrs. Anette V. Lawless, who is a citizen of Denmark. The business address of each is: Rio Tinto plc, 6 St. James's Square, London, SW1Y 4LD, England.

NON-EXECUTIVE DIRECTORS

NAME -----	PRINCIPAL OCCUPATION -----	PRINCIPAL BUSINESS ADDRESS OF CORPORATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED -----
Sir Richard Giordano KBE	Senior Non Executive Director and Deputy Chairman of Rio Tinto. He is Chairman of BG Group plc.	Eagle House 108-110 Jermyn Street London SW1Y 6RH England
Leon A. Davis	Deputy Chairman of Rio Tinto. He is Chairman of Westpac Banking Corporation.	55 Collins Street Melbourne 3001 Australia
David L. Mayhew	Chairman of Cazenove Group plc.	12 Tokenhouse Yard London EC2R 7AN England
John P. Morschel	Chairman of Leighton Holdings Limited and CSR Limited.	Level 1 9 Help Street Chatswood NSW 2067 Australia

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The Hon. Raymond G. H. Seitz	Vice Chairman of Lehman Brothers Europe Limited.	One Broadgate London EC2M 7HA England
Paul D. Skinner	Managing Director of The "Shell" Transport and Trading Company, plc.	Shell Centre London SE1 7NA England
Sir Richard Sykes	Rector of Imperial College of Science, Technology and Medicine.	Exhibition Road London SW7 2AZ England
Lord Tugendhat	Chairman of Lehman Brothers Europe Limited.	One Broadgate London EC2M 7HA England
Andrew F. J. Gould	President and Chief Operating Officer of Schlumberger Limited.	42, rue Saint Dominique 75007 Paris France
David C. Clementi	Chairman of Prudential plc.	Governor's House Laurence Poutney Hill London EC4R 0EU England

Each of the foregoing non-executive directors of Rio Tinto is a citizen of the United Kingdom, other than The Hon. Raymond G. H. Seitz, who is a citizen of the United States, Sir Richard Giordano KBE, who holds joint citizenship with the United States and the United Kingdom and Mr. John P. Morschel and Mr. Leon A. Davis, who are citizens of Australia.

DIRECTORS AND OFFICERS OF RIO TINTO INTERNATIONAL HOLDINGS LIMITED

NAME -----	TITLE* -----	PRINCIPAL OCCUPATION -----
Anette V. Lawless	Director	Secretary of Rio Tinto
Michael R. Merton	Director	Controller of Rio Tinto
Ian C. Ratnage	Director	Treasurer of Rio Tinto
Christopher Lenon	Director	Head of Taxation of Rio Tinto
Roger P. Dowding	Secretary	Assistant Secretary of Rio Tinto

Each of the foregoing directors and officers of Rio Tinto International Holdings Limited is a citizen of the United Kingdom, other than Mrs. Anette V. Lawless, who is a citizen of Denmark. The business address of each of the foregoing is: 6 St. James's Square, London, SW1Y 4LD, England.

* In the United Kingdom, executive directors also serve as officers.