

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 June 05, 2013

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 *
 FLORES JAMES C

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)
 700 MILAM, SUITE 3100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2013

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

HOUSTON, TX 77002

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/03/2013		P	100,000	A \$ 31.2724 (1)	386,041	I By Sable Management, L.P.
Common Stock	06/03/2013		P	350,000	A \$ 31.1636 (2)	350,000	I Flores No. 2 Family Limited Partnership
Common Stock	06/03/2013		P	650,000	A \$ 31.1636 (2)	1,050,458	I Flores Family Limited Partnership

D

Common Stock	4,345,083 <u>(3)</u>		
Common Stock	284 <u>(6)</u>	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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(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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 31.82	06/03/2013		A	1,350	06/03/2013 ⁽⁴⁾		12/30/2020		Common Stock	1,350
Options (Right to Buy)	\$ 32.6	06/03/2013		A	5,400	06/03/2013 ⁽⁴⁾		06/01/2021		Common Stock	5,400
Options (Right to Buy)	\$ 16.34	06/03/2013		A	5,400	06/03/2013 ⁽⁴⁾		06/01/2022		Common Stock	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORES JAMES C 700 MILAM SUITE 3100 HOUSTON, TX 77002	X		Vice Chairman of the Board	

Signatures

Kelly C. Simoneaux on behalf of James C. Flores pursuant to a power of attorney

06/05/2013

__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 price reported represents the weighted average price of the shares purchased. Shares were purchased at varying prices in the range of \$31.2275 - \$31.3200. 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 purchased at each separate price.
- (2) The price reported represents the weighted average price of the shares purchased. Shares were purchased at varying prices in the range of \$30.93 - \$31.45. 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 purchased at each separate price.
- (3) Includes 128,718 stock-settled Restricted Stock Units.
- (4) These options became fully vested and exercisable at the effective time of the merger described in Footnote 5.
- (5) Acquired pursuant to the Agreement and Plan of Merger by and among the Issuer, McMoRan Exploration Co. ("MMR") and a wholly owned subsidiary of the Issuer (the "Merger Agreement") in exchange for options to purchase MMR common stock. Options to purchase shares of MMR common stock were converted into options to purchase shares of Issuer common stock, with the number of shares subject to the Issuer options equal to the number of shares subject to the corresponding MMR options multiplied by 0.5400, and rounded down to the nearest whole share. The exercise price of the Issuer options is equal to the exercise price of the corresponding MMR options, divided by 0.5400, and rounded up to the nearest whole cent.
- (6) Based on plan statement dated May 31, 2013.

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.