

PHELPS DODGE CORP  
Form DEFA14A  
July 26, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Sections 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event  
reported): July 26, 2006**

**Phelps Dodge Corporation**

(Exact name of registrant as specified in its charter)

New York

001-00082

13-1808503

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

One North Central Avenue  
Phoenix, Arizona 85004-4414

(Address of principal executive offices, including zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 26, 2006, Phelps Dodge Corporation issued a press release announcing financial results for the three- and six-month periods ended June 30, 2006. A copy of this press release is furnished as Exhibit 99.1 to this report.

ITEM 8.01. OTHER EVENTS

Attached as Exhibit 99.1 is a press release issued by Phelps Dodge Corporation on July 26, 2006, announcing financial results for the three- and six-month periods ended June 30, 2006.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

*(d) Exhibits*

Exhibit 99.1: Press release of Phelps Dodge Corporation dated July 26, 2006, announcing financial results for the three- and six-month periods ended June 30, 2006.

SIGNATURES

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 thereunto duly authorized.

Phelps Dodge Corporation  
(Registrant)

Date: July 26, 2006

By: /s/ Ramiro G. Peru

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

3

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**Exhibit Index**

**Exhibit Number**

**Description**

99.1	Press Release of Phelps Dodge Corporation dated July 26, 2006, announcing financial results for the three- and six-month periods ended June 30, 2006.
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4