

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

April 25, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN B M JR

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)
300 CRESCENT COURT, SUITE
875

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

DALLAS, TX 75201

(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)
Class B Common Stock	04/21/2006		S	500 D	\$ 68 3,500 ⁽¹⁾	D	
Class B Common Stock	04/21/2006		S	8,492 D	\$ 68 450,000	I	By Rankin Interests Ltd. Partnership

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**

SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Forward Sale Contract (right/obligation to sell)	(2)	04/21/2006		J(2)(3)	1	(2)	(2)			Class B Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RANKIN B M JR 300 CRESCENT COURT SUITE 875 DALLAS, TX 75201	X

Signatures

Kelly C. Simoneaux, on behalf of B.M. Rankin, Jr. pursuant to a power of attorney

04/25/2006

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) Amount beneficially owned following the reported transaction represents 3,500 Class B Common Stock Restricted Stock Units.

On April 21, 2006, Rankin Interests Limited Partnership (the "LP") entered into a range forward sale contract with a securities broker pursuant to which the LP agreed to sell 250,000 shares of Class B Common Stock of the Issuer (the "Common Stock") to the securities broker on April 25, 2011 (the "Maturity Date"), with the sale price to be determined and paid on the Maturity Date according to the

(2) following formula (subject to possible adjustment as provided in the contract): (i) if the closing price of a share of Common Stock on the Maturity Date is \$61.434 or less, the sale price will be \$61.434 per share, (ii) if the closing price of a share of Common Stock on the Maturity Date is \$94.8844 or more, the sale price will be \$94.8844 per share, and (iii) if the closing price of a share of Common Stock on the Maturity date is between \$61.434 and \$94.8844, the sale price per share will be the sale price on the Maturity Date.

(3)

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The LP may instead elect to settle the contract in cash and retain ownership of the 250,000 shares. Until the Maturity Date, the LP will continue to hold beneficial ownership of these shares, and will have voting rights and the right to receive regular quarterly dividend payments of \$0.3125 per share and special cash dividends aggregating to no more than \$1.00 without adjustment to the pricing formula.

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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