

GRAHAM H DEVON JR

Form 4

February 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM H DEVON 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)
1900 WEST LOOP SOUTH, SUITE
1050

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2006

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

(Street)
HOUSTON, TX 77027

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	02/02/2006		M		6,556	A	\$ 11.165
							12,556
Class B Common Stock	02/02/2006		M		10,000	A	\$ 11.165
							22,556
Class B Common Stock	02/02/2006		M		7,500	A	\$ 15.195
							30,056
Class B	02/02/2006		D		6,556	D	\$ 63.26
							23,500

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Common
Stock

Class B Common Stock	02/02/2006	S	200	D	\$ 64.48	23,300	D
Class B Common Stock	02/02/2006	S	300	D	\$ 64.45	23,000	D
Class B Common Stock	02/02/2006	S	1,000	D	\$ 64.43	22,000	D
Class B Common Stock	02/02/2006	S	300	D	\$ 64.42	21,700	D
Class B Common Stock	02/02/2006	S	500	D	\$ 64.4	21,200	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.39	21,100	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.37	21,000	D
Class B Common Stock	02/02/2006	S	1,000	D	\$ 64.31	20,000	D
Class B Common Stock	02/02/2006	S	3,400	D	\$ 64.2	16,600	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.19	16,500	D
Class B Common Stock	02/02/2006	S	5,300	D	\$ 64.18	11,200	D
Class B Common Stock ⁽⁴⁾	02/02/2006	S	5,200	D	\$ 64.1	6,000	D

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

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(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 11.165	02/02/2006		M	6,556	08/01/2002 ⁽¹⁾ 08/01/2011	Class B Common Stock
Options (Right to Buy)	\$ 11.165	02/02/2006		M	10,000	08/01/2002 ⁽²⁾ 08/01/2011	Class B Common Stock
Options (Right to Buy)	\$ 15.195	02/02/2006		M	7,500	08/01/2003 ⁽³⁾ 08/01/2012	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAHAM H DEVON JR
1900 WEST LOOP SOUTH, SUITE 1050
HOUSTON, TX 77027

Signatures

Kelly C. Simoneaux, on behalf of H. Devon Graham, Jr., pursuant to a power of attorney

02/03/2006

__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) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(4) Amount beneficially owned following the reported transactions includes 3,500 Class B Common Stock Restricted Stock Units.

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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