

GRAHAM H DEVON JR
Form 4
March 07, 2008

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2008

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

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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/06/2008		M			2,500	A	\$ 15.195	12,500	D	
Common Stock	03/06/2008		M			10,000	A	\$ 26.975	22,500	D	
Common Stock	03/06/2008		S			300	D	\$ 105.03	22,200	D	
Common Stock	03/06/2008		S			1,200	D	\$ 105.02	21,000	D	
Common Stock	03/06/2008		S			500	D	\$ 105.01	20,500	D	

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Common Stock	03/06/2008	S	200	D	\$ 105	20,300	D
Common Stock	03/06/2008	S	100	D	\$ 104.96	20,200	D
Common Stock	03/06/2008	S	412	D	\$ 104.95	19,788	D
Common Stock	03/06/2008	S	900	D	\$ 104.94	18,888	D
Common Stock	03/06/2008	S	500	D	\$ 104.89	18,388	D
Common Stock	03/06/2008	S	200	D	\$ 104.86	18,188	D
Common Stock	03/06/2008	S	100	D	\$ 104.84	18,088	D
Common Stock	03/06/2008	S	700	D	\$ 104.83	17,388	D
Common Stock	03/06/2008	S	800	D	\$ 104.82	16,588	D
Common Stock	03/06/2008	S	250	D	\$ 104.81	16,338	D
Common Stock	03/06/2008	S	600	D	\$ 104.8	15,738	D
Common Stock	03/06/2008	S	700	D	\$ 104.79	15,038	D
Common Stock	03/06/2008	S	300	D	\$ 104.78	14,738	D
Common Stock	03/06/2008	S	1,146	D	\$ 104.77	13,592	D
Common Stock	03/06/2008	S	300	D	\$ 104.76	13,292	D
Common Stock	03/06/2008	S	2,392	D	\$ 104.75	10,900	D
Common Stock	03/06/2008	S	800	D	\$ 104.74	10,100	D
Common Stock ⁽³⁾	03/06/2008	S	100	D	\$ 104.73	10,000	D

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
Options (Right to Buy)	\$ 15.195	03/06/2008		M	2,500	08/01/2003 ⁽¹⁾ 08/01/2012	Common Stock	2,500
Options (Right to Buy)	\$ 26.975	03/06/2008		M	10,000	08/01/2004 ⁽²⁾ 08/01/2013	Common Stock	10,000

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

03/07/2008

 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) Amount beneficially owned following the reported transactions includes 6,500 Common Stock Restricted Stock Units.

Remarks:

1 of 2 Forms 4 filed March 7, 2008 to report transactions occurring on March 6, 2008. See second Form 4 for the remainder of

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.