

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 February 01, 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 *
 ADKERSON RICHARD 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)
 ONE NORTH CENTRAL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

PHOENIX, AZ 85004

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 01/30/2008 | | F(1) | 53,047 D \$ 86.79 | 1,614,030.5 | D | |
| Common Stock | 01/31/2008 | | F(2) | 38,673 D \$ 88.82 | 1,547,521.5 | D | |
| Common Stock | 02/01/2008 | | F(3) | 14,639 D \$ 92.1 | 1,522,346.5 | D | |
| Common Stock | | | | | 8,248 | I | By IRA |
| Common Stock | | | | | 1,700 (4) | I | By 401(k) plan |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ADKERSON RICHARD C ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004 | X | | President and CEO | |

Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson pursuant to a power of attorney

02/01/2008

__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) Shares withheld to cover the taxes due upon the vesting of 127,965 Common Stock Restricted Stock Units.
- (2) Shares withheld to cover the taxes due upon the vesting of 94,346 Common Stock Restricted Stock Units. 27,836 of the net shares issued to the Reporting Person pursuant to the vesting were previously transferred to his former spouse and are no longer included in his beneficial ownership.
- (3) Shares withheld to cover the taxes due upon the vesting of 35,711 Common Stock Restricted Stock Units. 10,536 of the net shares issued to the Reporting Person pursuant to the vesting were previously transferred to his former spouse and are no longer included in his beneficial ownership.
- (4) Based on plan statement as of December 31, 2007.

Remarks:

Following the reported transactions, the Reporting Person's direct beneficial ownership includes options to acquire a total of 2.

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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