

PHELPS DODGE CORP  
Form S-8 POS  
June 26, 2008

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As filed with the Securities and Exchange Commission on June 26, 2008.

Registration No. 33-26442

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

Post-Effective Amendment No. 2 to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FREEPORT-McMoRan COPPER & GOLD INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

74-2480931  
(I.R.S. Employer  
Identification No.)

One North Central Avenue  
Phoenix, Arizona 85004  
(Address, including zip code, of  
Principal Executive Offices)

Phelps Dodge Employee Savings Plan  
(formerly the Phelps Dodge Corporation Savings  
and Deferred Profit Sharing Plan for Salaried Employees)  
(Full title of the plan)

Richard C. Adkerson  
Chief Executive Officer  
Freeport-McMoRan Copper & Gold Inc.  
One North Central Avenue  
Phoenix, Arizona 85004  
(602) 366-8100  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Margaret F. Murphy  
Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.  
201 St. Charles Avenue  
New Orleans, Louisiana 70170-5100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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EXPLANATORY NOTE

This Post-Effective Amendment No. 2 relates to the Registration Statement (the "Registration Statement") on Form S-8 (File No. 33-26442) previously filed by Phelps Dodge Corporation, a wholly owned subsidiary of Freeport-McMoRan Copper & Gold Inc. (the "Registrant"), with the Securities and Exchange Commission (the "Commission") on January 12, 1989, as amended, relating to the registration of (1) common shares (the "Common Shares"), par value \$6.25, of Phelps Dodge Corporation, to be purchased under the plan, and (2) participations in the plan. The Common Shares were previously deregistered on Form 15 filed with the Commission on April 13, 2007. The Registrant hereby removes from registration all remaining securities registered under this Registration Statement, including participations in the plan.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 33-26442) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on June 26, 2008.

Freeport-McMoRan Copper & Gold Inc.

By: /s/ Kathleen L. Quirk  
Kathleen L. Quirk  
Executive Vice President,  
Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (Registration No. 33-26442) has been signed by the following persons in the capacities indicated on June 26, 2008.

Signature	Title
* James R. Moffett	Chairman of the Board
* B. M. Rankin, Jr.	Vice Chairman of the Board
* Richard C. Adkerson	President, Chief Executive Officer and Director (Principal Executive Officer)
Quirk Kathleen L. Quirk	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

Vice President and Controller -  
Financial Reporting  
(Principal Accounting Officer)

\*  
C. Donald Whitmire, Jr.

\*  
Robert J. Allison, Jr.

Director

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	*	
Robert A. Day		Director
	*	
Gerald J. Ford		Director
	*	
H. Devon Graham, Jr.		Director
	*	
J. Bennett Johnston		Director
	*	
Charles C. Krulak		Director
	*	
Bobby Lee Lackey		Director
	*	
Jon C. Madonna		Director
	*	
Dustan E. McCoy		Director
	*	
Gabrielle K. McDonald		Director
	*	
J. Stapleton Roy		Director

\*

Stephen H. Siegele

Director

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\*  
J. Taylor Wharton

Director

\*By: /s/ Kathleen L.  
Quirk  
Kathleen L. Quirk  
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan administrator has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 33-26442) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on June 26, 2008.

Phelps Dodge Employee Savings Plan  
(formerly the Phelps Dodge Corporation  
Savings and Deferred Profit Sharing Plan  
for Salaried Employees)

By: /s/ Kathleen L. Quirk  
Kathleen L. Quirk  
Member of the Benefits  
Administration Committee

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EXHIBIT INDEX

Exhibit  
Number

Description of Exhibits

24.1 Powers of Attorney pursuant to which this Registration Statement has been signed on behalf of certain of our officers and directors (incorporated by reference to Exhibit 24.1 to Post-Effective Amendment No. 2 to Registration Statement No. 33-6141 filed June 26, 2008).

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