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PHELPS DODGE CORP
Form 8-K
March 04, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported): March 4, 2004

Phelps Dodge Corporation
(Exact name of registrant as specified in its charter)

New York	333-104627	13-1808503
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)

One North Central Avenue
Phoenix, Arizona 85004
(Address of principal executive offices)
(Zip Code)

(602) 366-8100
(Registrant's telephone number, including area code)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

The following documents are filed with reference to the Registration Statement and Amendment No. 1 on Form S-3 (Registration No. 333-104627) of Phelps Dodge Corporation (the "Company")

1. Underwriting Agreement, dated as of March 1, 2004, between the Company and Citigroup Global Markets Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PHELPS DODGE CORPORATION
(Registrant)

Date: March 4, 2004

By: /s/ Ramiro G. Peru

Name: Ramiro G. Peru

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Title: Senior Vice President
and Chief Financial Officer

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