

PHELPS DODGE CORP  
Form 4  
March 21, 2007

**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 \*  
Naccarati David C

(Last) (First) (Middle)

C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PHELPS DODGE CORP [PD]

3. Date of Earliest Transaction (Month/Day/Year)  
03/19/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, PDMC

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				Code	V Amount or (D) Price			
Common Shares	03/19/2007		J	1,684	D	0	D	
Common Shares	03/19/2007		J	8,393.4624	D	0	I	By 401(k) Plan
Common Shares	03/19/2007		J	258.9417	D	0	I	By Supplemental Savings Plan
Common Shares	03/19/2007		F	14,925	D	\$ 129.24	D	
	03/19/2007		D	2,500	D	0	D	

Common  
Shares

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 48.095	03/19/2007		D	2,667	03/19/2007 02/02/2015		Common Shares	2,667
Employee Stock Options (right to buy)	\$ 78.995	03/19/2007		D	4,534	03/19/2007 02/01/2016		Common Shares	4,534
Employee Stock Options (right to buy)	\$ 121.93	03/19/2007		D	4,000	<u>(4)</u> 02/07/2017		Common Shares	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naccarati David C C/O PHELPS DODGE CORPORATION ONE NORTH CENTRAL AVENUE			President, PDMC	

PHOENIX, AZ 85004

## Signatures

/s/ S. David Colton, Attorney-in-Fact for David C.  
Naccarati

03/21/2007

\_\_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) Each share disposed of pursuant to a merger agreement (the "Merger Agreement") between the issuer and Freeport-McMoRan Copper & Gold Inc. ("Freeport") in exchange for .67 shares of Freeport common stock and a cash payment of \$88.00.
- (2) Each share disposed of pursuant to the Merger Agreement in exchange for the right to receive .67 restricted shares of Freeport common stock and a cash amount of \$88.00.
- (3) Converted into an option to purchase a number of shares of Freeport common stock pursuant to the Merger Agreement.
- (4) The option vests in three substantially equal annual installments on February 6, 2008, 2009 and 2010.

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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