

ARNOLD MICHAEL J
Form 4
February 07, 2006

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 *
ARNOLD MICHAEL J

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)
1615 POYDRAS STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

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

NEW ORLEANS, LA 70112

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock					2,143 ⁽¹⁾	I	401(k) Plan
Class B Common Stock	02/03/2006		M	18,750 A	\$ 36.765 61,457	D	
Class B Common Stock	02/03/2006		S	100 D	\$ 62.61 61,357	D	
Class B Common	02/03/2006		S	5,700 D	\$ 62.58 55,657	D	

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Stock								
Class B Common Stock	02/03/2006	S	2,000	D	\$ 62.55	53,657		D
Class B Common Stock	02/03/2006	S	200	D	\$ 62.54	53,457		D
Class B Common Stock	02/03/2006	S	200	D	\$ 62.52	53,257		D
Class B Common Stock	02/03/2006	S	2,100	D	\$ 62.48	51,157		D
Class B Common Stock	02/03/2006	S	700	D	\$ 62.45	50,457		D
Class B Common Stock	02/03/2006	S	7,750	D	\$ 62.44	42,707		D
Class B Common Stock	02/03/2006	<u>F⁽³⁾</u>	798	D	\$ 61.955	41,909		D
Class B Common Stock	02/04/2006	<u>F⁽⁴⁾</u>	1,327	D	\$ 61.955	40,582		D
Class B Common Stock	02/06/2006	M	18,750	A	\$ 18.885	59,332		D
Class B Common Stock	02/06/2006	S	850	D	\$ 61.6	58,482		D
Class B Common Stock	02/06/2006	S	11,200	D	\$ 61.5	47,282		D
Class B Common Stock ⁽⁶⁾	02/06/2006	S	1,700	D	\$ 61.47	45,582		D
Class B Common Stock	02/06/2006	S	5,000	D	\$ 61.55	40,582		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
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SEC 1474
(9-02)

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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)	\$ 36.765	02/03/2006		M	18,750	02/03/2005 ⁽²⁾ 02/03/2014	Class B Common Stock	18,750
Options (Right to Buy)	\$ 18.885	02/06/2006		M	18,750	02/04/2004 ⁽⁵⁾ 02/04/2013	Class B Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL J 1615 POYDRAS STREET NEW ORLEANS, LA 70112			Chief Administrative Officer	

Signatures

Kelly C. Simoneaux on behalf of Michael J. Arnold pursuant to a power of attorney

02/07/2006

__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) Based on plan statement as of December 30, 2005.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) Shares withheld to cover taxes due upon vesting of 2,187 Class B Common Stock Restricted Stock Units.
- (4) Shares withheld to cover taxes due upon vesting of 3,640 Class B Common Stock Restricted Stock Units.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) Amount beneficially owned following the reported transactions includes 15,053 Class B Common Stock Restricted Stock Units.

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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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