

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 April 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MCDONALD GABRIELLE K

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)
 2001 HOLCOMBE BLVD. #3201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2005

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Advisory Director

HOUSTON, TX 77030

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class B Common Stock | 04/26/2005 | | M | | 7,017 A \$ 20.2672 | 10,555 | D |
| Class B Common Stock | 04/26/2005 | | S | | 6,617 D \$ 36.91 | 3,938 | D |
| Class B Common Stock | 04/26/2005 | | S | | 400 D \$ 36.95 | 3,538 | D |
| Class B Common | 04/27/2005 | | M | | 4,600 A \$ 20.2672 | 8,138 | D |

Stock

Class B

Common 04/27/2005 D 4,600 D \$ 35.2 3,538 D
 Stock ⁽¹⁾

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

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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options (Right to Buy) | \$ 20.2672 | 04/26/2005 | | M | 7,017 | 05/09/2004 05/01/2005 | Class B Common Stock | 7,017 |
| Stock Appreciation Rights | \$ 20.2672 | 04/27/2005 | | M | 4,600 | 05/09/2004 05/02/2005 | Class B Common Stock | 4,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONALD GABRIELLE K
 2001 HOLCOMBE BLVD. #3201
 HOUSTON, TX 77030

Advisory Director

Signatures

Kelly C. Simoneaux on behalf of Gabrielle K. McDonald pursuant to a power of attorney

04/28/2005

__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) Securities beneficially owned following the reported transaction include 2,000 Class B Common Stock Restricted Stock Units

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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