

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 February 18, 2005

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 *
MOFFETT JAMES R

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)
02/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

NEW ORLEANS, LA 70112
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class B Common Stock | | | | | 1,479,007 | I | By Limited Liability Company |
| Class B Common Stock | | | | | 21,510 ⁽³⁾ | I | By 401(k) plan |
| Class B Common Stock | | | | | 7,552 ⁽⁴⁾ | I | By Spouse |

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 of Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Forward Sale Contract (right/obligation to sell) | (1) | 02/17/2005 | | J(1)(2) | 1 | (1) (1)(2) | Class B Common Stock | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOFFETT JAMES R 1615 POYDRAS STREET NEW ORLEANS, LA 70112 | X | | Chairman of the Board | |

Signatures

Cynthia M. Molyneux, on behalf of James R. Moffett pursuant to a power of attorney

02/18/2005

__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).

On February 17, 2005, Moffett Holdings, L.L.C. (the "LLC") entered into a forward sale contract with a securities broker pursuant to which the LLC agreed to sell 150,000 shares of Class B Common Stock to the securities broker on August 11, 2010 (the "Maturity Date") with the sale price to be determined and paid on the Maturity Date as follows: if the closing sale price of a share of Class B

(1) Common Stock on the Maturity Date is \$32.1339 or less, the sale price will be \$32.1339 per share; if the closing sale price of a share of Class B Common Stock on the Maturity Date is \$51.5348 or more, the sale price will be \$51.5348 per share; if the closing sale price of a share of Class B Common Stock on the Maturity Date is between \$32.1339 and \$51.5348, the per share sale price will be the closing sale price on the Maturity Date. The LLC may instead elect to settle the contract in cash and retain ownership of the 150,000 shares.

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- The LLC has pledged 150,000 shares of the Class B Common Stock to secure its obligations under the contract. The LLC will continue to hold beneficial ownership, and have voting rights and the right to receive quarterly dividend payments of \$.25 per share with respect to the shares for the term of the contract.
- (2) to hold beneficial ownership, and have voting rights and the right to receive quarterly dividend payments of \$.25 per share with respect to the shares for the term of the contract.
 - (3) Based on plan statement as of December 31, 2004.
 - (4) The Reporting Person disclaims beneficial ownership of these shares.

Remarks:

The Reporting Person's beneficial ownership also includes options to acquire a total of 2,829,654 shares of Class B Common S

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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