FREEPORT-MCMORAN INC

Form 4

February 18, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOFFETT JAMES R

FREEPORT-MCMORAN INC [FCX]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X Director 10% Owner X_ Officer (give title Other (specify below)

1615 POYDRAS STREET

(Month/Day/Year) 02/15/2015

Chairman of the Board

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

NEW ORLEANS, LA 70112

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2015		D(1)	21,400	D	\$ 0	385,598	D	
Common Stock	02/15/2015		F(2)	36,114	D	\$ 20.29	349,484	D	
Common Stock	02/15/2015		J <u>(3)</u>	49,484	D	\$ 0	300,000 (6)	D	
Common Stock	02/15/2015		J(3)	49,484	A	\$ 0	2,027,559	I	By LLC
Common Stock							7,552 <u>(4)</u>	I	By Spouse

Common By 401(k) 63,219 (5) Ι Stock plan

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amou Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
•	Director	10% Owner	Officer	Other
MOFFETT JAMES R				
1615 POVDRAS STREET	\mathbf{v}		Chairman of the Roard	

NEW ORLEANS, LA 70112

Signatures

Cynthia M. Molyneux, on behalf of James R. Moffett, pursuant to a power of 02/18/2015 attorney

> **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).
- Represents the forfeiture of a portion of the performance-based restricted stock unit award granted February 6, 2012, due to the failure to **(1)** satisfy the performance condition.
- (2) Shares withheld to cover the taxes due upon the vesting of 85,598 performance-based restricted stock units.
- (3) These shares were transferred to Moffett Holdings, L.L.C. and are now reported as indirectly held by the Reporting Person.

Reporting Owners 2

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- (4) The Reporting Person disclaims beneficial ownership of these shares.
- (5) Based on plan statement as of December 31, 2014.
- (6) Represents performance-based 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.