

QUIRK KATHLEEN L

Form 4

February 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
QUIRK KATHLEEN L2. 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)
02/03/2005____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

SVP, CFO & Treasurer

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 Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
| Class B Common Stock ⁽¹⁾ | 02/03/2005 | | F ⁽²⁾ | 425 D \$ 37.2 | 25,773 | D | |
| Class B Common Stock ⁽³⁾ | 02/04/2005 | | F ⁽⁴⁾ | 414 D \$ 37.14 | 25,359 | D | |

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUIRK KATHLEEN L 1615 POYDRAS STREET NEW ORLEANS, LA 70112 | | | SVP, CFO & Treasurer | |

Signatures

Kelly C. Simoneaux, on behalf of Kathleen L. Quirk pursuant to a power of attorney

02/04/2005

__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) Following the reported transaction, the Reporting Persons Class B Common Stock holdings include 9,253 Class B Common Stock Restricted Stock Units.
- (2) Shares withheld to cover taxes due upon the vesting of 1,360 Class B Common Stock Restricted Stock Units, which resulted in an overall increase in the Reporting Persons Class B Common Stock direct holdings to 16,520 shares.
- (3) Following the reported transaction, the Reporting Persons Class B Common Stock holdings include 7,929 Class B Common Stock Restricted Stock Units
- (4) Shares withheld to cover the taxes due upon the vesting of 1,324 Class B Common Stock Restricted Stock Units, which resulted in an overall increase in the Reporting Persons Class B Common Stock direct holdings to 17,430 shares.

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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