

ROY J STAPLETON
Form 4
November 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
ROY J STAPLETON

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2005

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

350 PARK AVENUE, 26TH FLOOR

(Street)

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

NEW YORK, NY 10022

(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 Price (D)		
Class B Common Stock	11/03/2005		M		2,500 A \$ 15.195		D
Class B Common Stock	11/03/2005		M		2,500 A \$ 11.165		D
Class B Common Stock	11/03/2005		M		2,500 A \$ 26.975		D
Class B Common Stock	11/03/2005		S		5,500 D \$ 50.82		D

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Common Stock								
Class B Common Stock	11/03/2005		S	1,900	D	\$ 51	21,367	D
Class B Common Stock	11/03/2005		S	100	D	\$ 51.11	21,267	D
Class B Common Stock	11/04/2005		M	1,639	A	\$ 15.195	22,906	D
Class B Common Stock	11/04/2005		M	1,639	A	\$ 26.975	24,545	D
Class B Common Stock	11/04/2005		M	1,639	A	\$ 11.165	26,184	D
Class B Common Stock ⁽⁷⁾	11/04/2005		D	4,917	D	\$ 50.285	21,267	D

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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Am or Nur of Sha
				Code	V (A) (D)				
Options (Right to Buy)	\$ 15.195	11/03/2005		M	2,500	08/01/2004 ⁽¹⁾	08/01/2012	Class B Common Stock	2,500
	\$ 11.165	11/03/2005		M	2,500	08/01/2004 ⁽²⁾	08/01/2011		2,500

Options (Right to Buy)								Class B Common Stock	
Options (Right to Buy)	\$ 26.975	11/03/2005	M	2,500	08/01/2004 ⁽³⁾	08/01/2013		Class B Common Stock	2,500
Stock Appreciation Rights	\$ 15.195	11/04/2005	M	1,639	08/01/2004 ⁽⁴⁾	08/01/2012		Class B Common Stock	1,639
Stock Appreciation Rights	\$ 26.975	11/04/2005	M	1,639	08/01/2004 ⁽⁵⁾	08/01/2013		Class B Common Stock	1,639
Stock Appreciation Rights	\$ 11.165	11/04/2005	M	1,639	08/01/2004 ⁽⁶⁾	08/01/2011		Class B Common Stock	1,639

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROY J STAPLETON 350 PARK AVENUE, 26TH FLOOR NEW YORK, NY 10022				

Signatures

Kelly C. Simoneaux, on behalf of J. Stapleton Roy, pursuant to a power of attorney 11/07/2005

**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) 33.3% exercisable on the date indicated and on each of the next two anniversaries thereof.
- (2) 50% exercisable on the date indicated and on the next anniversary thereof.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) 33.3% exercisable on the date indicated and on each of the next two anniversaries thereof.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) 50% exercisable on the date indicated and on the next anniversary thereof.
- (7) Amount beneficially owned following the reported transaction includes 4,000 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. 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.