

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 June 04, 2013

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 *
 FLORES JAMES C

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)
 700 MILAM, SUITE 3100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2013

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

HOUSTON, TX 77002
 (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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/31/2013		A		4,345,083	A	Ⓛ 4,345,083	D	
Common Stock	05/31/2013		A		400,458	A	Ⓛ 400,458	I	Flores Family Limited Partnership
Common Stock	05/31/2013		A		286,041	A	Ⓛ 286,041	I	By Sable Management, L.P.
Common Stock	05/31/2013		A		284	A	Ⓛ 284 ⁽²⁾	I	By 401(k) plan

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units (cash-settled)	(3)	05/31/2013		A	128,718	(4)	(4)	Common Stock	128,718

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORES JAMES C 700 MILAM SUITE 3100 HOUSTON, TX 77002	X		Vice Chairman of the Board	

Signatures

Kelly C. Simoneaux on behalf of James C. Flores pursuant to a power of attorney

06/04/2013

__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).

- Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among the Issuer, Plains Exploration & Production Company ("Plains") and a wholly owned subsidiary of the Issuer in exchange for shares of Plains common stock. At the effective time of the merger, each share of Plains common stock was converted into the right to receive merger consideration consisting of cash and/or shares of the Issuer's common stock with a value equivalent to \$46.01 per share as described in the Merger Agreement. The per share stock consideration is approximately 1.4302 shares of FCX common stock. Of these shares, 128,718 are stock-settled Restricted Stock Units that will vest over five years, with 22.5% vesting on each of March 31, 2014, March 31, 2015 and March 31, 2016 and 16.25% vesting on each of March 31, 2017 and March 31, 2018.
- (1) The information in this report is based on a plan statement dated as of May 31, 2013.
 - (2) Each cash-settled Restricted Stock Unit is the economic equivalent of one share of the Issuer's common stock.

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- (4) These cash-settled Restricted Stock Units will vest over three years, with 33.3% vesting on each of March 31, 2014, March 31, 2015 and March 31, 2016, each based on achievement of performance goals and subject to adjustment depending upon performance.

Acquired pursuant to the Merger Agreement upon the conversion of cash-settled Restricted Stock Units granted by Plains, with the

- (5) number of cash-settled Restricted Stock Units determined by multiplying the number of shares underlying the Plains' award by the exchange ratio (approximately 1.4302).

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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