

WHARTON J TAYLOR
Form 4
February 03, 2006

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 *
WHARTON J TAYLOR

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)
1515 HOLCOMBE BLVD., ROOM R2.2551
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2006

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

HOUSTON, TX 77030

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class B Common Stock					420	I	By IRA for Self
Class B Common Stock					26,937	I	By Spouse
Class B Common Stock					160	I	By IRA for Spouse
Class B					2,889	I	As

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Common Stock								Custodian for Daughter
Class B Common Stock						2,200	I	As Custodian of Daughter
Class B Common Stock	02/02/2006	M	10,000	A	\$ 9.0938	24,628	D	
Class B Common Stock	02/02/2006	M	10,000	A	\$ 11.165	34,628	D	
Class B Common Stock	02/02/2006	M	7,500	A	\$ 15.195	42,128	D	
Class B Common Stock	02/02/2006	M	4,917	A	\$ 15.195	47,045	D	
Class B Common Stock	02/02/2006	M	6,556	A	\$ 11.165	53,601	D	
Class B Common Stock	02/02/2006	M	6,556	A	\$ 9.0938	60,157	D	
Class B Common Stock	02/02/2006	S	9,500	D	\$ 64.5	50,657	D	
Class B Common Stock	02/02/2006	S	1,600	D	\$ 64.49	49,057	D	
Class B Common Stock	02/02/2006	S	1,100	D	\$ 64.48	47,957	D	
Class B Common Stock	02/02/2006	S	500	D	\$ 64.47	47,457	D	
Class B Common Stock	02/02/2006	S	1,100	D	\$ 64.46	46,357	D	
Class B Common Stock	02/02/2006	S	200	D	\$ 64.45	46,157	D	
	02/02/2006	S	100	D	\$ 64.44	46,057	D	

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Class B Common Stock							
Class B Common Stock	02/02/2006	S	1,000	D	\$ 64.43	45,057	D
Class B Common Stock	02/02/2006	S	300	D	\$ 64.42	44,757	D
Class B Common Stock	02/02/2006	S	500	D	\$ 64.4	44,257	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.39	44,157	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.37	44,057	D
Class B Common Stock	02/02/2006	S	1,000	D	\$ 64.31	43,057	D
Class B Common Stock	02/02/2006	S	100	D	\$ 64.19	42,957	D
Class B Common Stock	02/02/2006	S	5,100	D	\$ 64.18	37,857	D
Class B Common Stock	02/02/2006	S	5,200	D	\$ 64.1	32,657	D
Class B Common Stock ⁽⁷⁾	02/02/2006	D	18,029	D	\$ 63.26	14,628	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of	
			Code	V	(A)	(D)				
Options (Right to Buy)	\$ 9.0938	02/02/2006	M		10,000		08/01/2001 ⁽¹⁾	08/01/2010	Class B Common Stock	10
Options (Right to Buy)	\$ 11.165	02/02/2006	M		10,000		08/01/2002 ⁽²⁾	08/01/2011	Class B Common Stock	10
Options (Right to Buy)	\$ 15.195	02/02/2006	M		7,500		08/01/2003 ⁽³⁾	08/01/2012	Class B Common Stock	7
Stock Appreciation Rights	\$ 15.195	02/02/2006	M		4,917		08/01/2003 ⁽⁴⁾	08/01/2012	Class B Common Stock	4
Stock Appreciation Rights	\$ 11.165	02/02/2006	M		6,556		08/01/2002 ⁽⁵⁾	08/01/2011	Class B Common Stock	6
Stock Appreciation Rights	\$ 9.0938	02/02/2006	M		6,556		08/01/2001 ⁽⁶⁾	08/01/2010	Class B Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHARTON J TAYLOR 1515 HOLCOMBE BLVD., ROOM R2.2551 HOUSTON, TX 77030				

Signatures

Kelly C. Simoneaux, on behalf of J. Taylor Wharton, pursuant to a power of attorney 02/03/2006

**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) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

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- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (5) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (6) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (7) Amount beneficially owned following the reported transactions includes 3,500 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.

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