

GRAHAM H DEVON JR
 Form 4
 December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL
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Check this box if no
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 subject to Section 16.
 Form 4 or
 Form 5 obligations
 may continue.
 See Instruction 1(b).

**STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* (Print or Type Responses)		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Graham, Jr. H. Devon		Freepor-McMoRan Copper & Gold Inc. (FCX)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify title below)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)
				08/01/02		
1900 West Loop South, Suite 1050			5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)						
Houston Texas 77027-3207						
(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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned (D) or Followed (I) (Instr. 4)
				Code	Amount (A) or (D)	Price
						3
						7. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Options with rights to "Option Cancellation Gain" Payments
- 2. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

<p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See</p> <p>18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p>	<p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of H. Devon Graham, Jr.</p>	<p>12/02/02 Date</p>
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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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