

WHITMIRE C DONALD JR  
Form 4  
November 10, 2009

**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 \*  
WHITMIRE C DONALD JR

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)  
ONE NORTH CENTRAL AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP & Controller Financial Rptg

PHOENIX, AZ 85004

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 or Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					754 <sup>(1)</sup>	I	Through 401(k) Plan
Common Stock	11/09/2009		M	5,000 A \$ 67.36	37,347.144	D	
Common Stock	11/09/2009		M	5,000 A \$ 56.5	42,347.144	D	
Common Stock	11/09/2009		M	5,000 A \$ 63.765	47,347.144	D	
Common Stock	11/09/2009		M	10,000 A \$ 37.04	57,347.144	D	

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Common Stock	11/09/2009	M	5,000	A	\$ 36.765	62,347.144	D
Common Stock <u>(7)</u>	11/09/2009	S	30,000	D	\$ 82.5	32,347.144	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Options (Right to Buy)	\$ 36.765	11/09/2009		M	5,000	02/03/2005 <sup>(2)</sup> 02/03/2014	Common Stock	5,000
Options (Right to Buy)	\$ 37.04	11/09/2009		M	10,000	02/01/2006 <sup>(3)</sup> 02/01/2015	Common Stock	10,000
Options (right to buy)	\$ 63.765	11/09/2009		M	5,000	01/31/2007 <sup>(4)</sup> 01/31/2016	Common Stock	5,000
Options (right to buy)	\$ 56.5	11/09/2009		M	5,000	01/30/2008 <sup>(5)</sup> 01/30/2017	Common Stock	5,000
Options (Right to Buy)	\$ 67.36	11/09/2009		M	5,000	05/01/2008 <sup>(6)</sup> 05/01/2017	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VP & Controller Financial Rptg

WHITMIRE C DONALD JR  
ONE NORTH CENTRAL AVENUE  
PHOENIX, AZ 85004

## Signatures

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney

11/10/2009

\_\_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) Based on plan statement as of September 30, 2009.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (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 21,967 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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