

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

May 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADKERSON RICHARD 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)

1615 POYDRAS STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2006

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

President and CEO

NEW ORLEANS, LA 70112

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)
Class B Common Stock	05/10/2006		M	250,000	A \$ 37.04	1,142,423	D
Class B Common Stock	05/10/2006		F ⁽¹⁾	181,878	D \$ 69.08	960,545	D
Class B Common Stock	05/10/2006		S	900	D \$ 69.58	959,645	D
Class B Common	05/10/2006		S	700	D \$ 69.57	958,945	D

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Stock

Class B Common Stock	05/10/2006	S	1,800	D	\$ 69.56	957,145	D
Class B Common Stock	05/10/2006	S	200	D	\$ 69.55	956,945	D
Class B Common Stock	05/10/2006	S	900	D	\$ 69.54	956,045	D
Class B Common Stock	05/10/2006	S	500	D	\$ 69.53	955,545	D
Class B Common Stock	05/10/2006	S	600	D	\$ 69.52	954,945	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.51	954,845	D
Class B Common Stock	05/10/2006	S	800	D	\$ 69.5	954,045	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.49	953,745	D
Class B Common Stock	05/10/2006	S	2,800	D	\$ 69.48	950,945	D
Class B Common Stock	05/10/2006	S	1,100	D	\$ 69.47	949,845	D
Class B Common Stock	05/10/2006	S	2,200	D	\$ 69.46	947,645	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.45	947,345	D
Class B Common Stock	05/10/2006	S	4,500	D	\$ 69.44	942,845	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.43	942,545	D

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Class B Common Stock	05/10/2006	S	200	D	\$ 69.42	942,345	D
Class B Common Stock	05/10/2006	S	1,100	D	\$ 69.41	941,245	D
Class B Common Stock	05/10/2006	S	1,400	D	\$ 69.4	939,845	D
Class B Common Stock	05/10/2006	S	2,200	D	\$ 69.39	937,645	D
Class B Common Stock	05/10/2006	S	1,300	D	\$ 69.38	936,345	D
Class B Common Stock	05/10/2006	S	500	D	\$ 69.37	935,845	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.35	935,545	D
Class B Common Stock	05/10/2006	S	1,300	D	\$ 69.34	934,245	D
Class B Common Stock	05/10/2006	S	1,500	D	\$ 69.33	932,745	D
Class B Common Stock	05/10/2006	S	3,500	D	\$ 69.32	929,245	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.31	929,145	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.26	929,045 ⁽²⁾	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)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (right to buy)	\$ 37.04	05/10/2006		M	250,000	02/01/2006 ⁽³⁾	02/01/2015	Class B Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ADKERSON RICHARD C 1615 POYDRAS STREET NEW ORLEANS, LA 70112	President and CEO

Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson pursuant to a power of attorney

05/12/2006

__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) Shares withheld and delivered in payment of the exercise price of options and the resulting taxes.
- (2) Transactions continued on next Form 4.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Remarks:

1 of 2 Forms 4 filed May 12, 2006 to report transactions occurring on May 10, 2006. See other Form 4 for remainder of report.

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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