

JOHNSTON J BENNETT

Form 4

October 31, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSTON J BENNETT

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)
2099 PENNSYLVANIA AVE.,
N.W., SUITE 850

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2007

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

(Street)

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

WASHINGTON, DC 20006

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 10/29/2007 | | M | | 7,500 | A | \$ 26.975 | 77,038 | D |
| Common Stock | 10/29/2007 | | M | | 7,500 | A | \$ 33.47 | 84,538 | D |
| Common Stock | 10/29/2007 | | M | | 5,000 | A | \$ 35.715 | 89,538 | D |
| Common Stock | 10/29/2007 | | M | | 2,500 | A | \$ 54.775 | 92,038 | D |
| Common Stock | 10/29/2007 | | S | | 200 | D | \$ 117.36 | 91,838 | D |

Edgar Filing: JOHNSTON J BENNETT - Form 4

| | | | | | | | |
|-------------------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 10/29/2007 | S | 1,500 | D | \$ 117.33 | 90,338 | D |
| Common Stock | 10/29/2007 | S | 400 | D | \$ 117.32 | 89,938 | D |
| Common Stock | 10/29/2007 | S | 900 | D | \$ 117.31 | 89,038 | D |
| Common Stock | 10/29/2007 | S | 807 | D | \$ 117.3 | 88,231 | D |
| Common Stock | 10/29/2007 | S | 1,120 | D | \$ 117.29 | 87,111 | D |
| Common Stock | 10/29/2007 | S | 1,342 | D | \$ 117.28 | 85,769 | D |
| Common Stock | 10/29/2007 | S | 2,733 | D | \$ 117.27 | 83,036 | D |
| Common Stock | 10/29/2007 | S | 5,326 | D | \$ 117.26 | 77,710 | D |
| Common Stock <u>(5)</u> | 10/29/2007 | S | 8,172 | D | \$ 117.25 | 69,538 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 or Number of Shares |
| Options (Right to Buy) | \$ 26.975 | 10/29/2007 | | M | | 7,500 | | 08/01/2004 ⁽¹⁾ | 08/01/2013 | Common Stock | 7,500 |
| Options (Right to | \$ 33.47 | 10/29/2007 | | M | | 7,500 | | 06/01/2005 ⁽²⁾ | 06/01/2014 | Common Stock | 7,500 |

Buy)

| | | | | | | | | |
|------------------------------|-----------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Options (right to buy) | \$ 35.715 | 10/29/2007 | M | 5,000 | 06/01/2006 ⁽³⁾ | 06/01/2015 | Common Stock | 5,000 |
| Options (Right to Buy) | \$ 54.775 | 10/29/2007 | M | 2,500 | 06/01/2007 ⁽⁴⁾ | 06/01/2016 | Common Stock | 2,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSTON J BENNETT
2099 PENNSYLVANIA AVE., N.W., SUITE 850
WASHINGTON, DC 20006

Signatures

Kelly C. Simoneaux, on behalf of J. Bennett Johnston, pursuant to a power of attorney

10/31/2007

__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.
- (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) Amount beneficially owned following the reported transactions includes 8,000 Common Stock Restricted Stock Units.

Remarks:

2 of 2 Forms 4 filed October 31, 2007 to report transactions occurring on October 29, 2007. See first Form 4 for the remainder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.