

FREEPORT MCMORAN COPPER & GOLD INC
Form 424B3
May 15, 2003

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Registration No. 333-104564

Prospectus Supplement No. 1 to Prospectus

Freeport-McMoRan Copper & Gold Inc.

\$575,000,000

7% Convertible Senior Notes Due 2011 and the

Common Stock Issuable Upon Conversion of the

7% Convertible Senior Notes Due 2011

This prospectus supplement relates to the resale by the selling securityholders listed below of 7% Convertible Senior Notes due 2011 of Freeport-McMoRan Copper & Gold Inc., and the shares of class B common stock of Freeport-McMoRan Copper & Gold Inc. issuable upon the conversion of the notes. You should read this prospectus supplement together with the prospectus dated April 30, 2003, which is to be delivered with this prospectus supplement.

The table below (1) sets forth additional and updated information with respect to the principal amount of notes owned by each selling securityholder, and the shares of common stock into which such notes are convertible, that may be offered under the prospectus by the selling securityholders, and (2) supplements and, to the extent inconsistent with, amends the table appearing in the section entitled "Selling Securityholders" beginning on page 33 of the prospectus. To the extent a selling securityholder is listed both in the table below and in the table appearing in the prospectus, the information set forth below regarding that selling securityholder supercedes the information set forth in the prospectus.

The number of shares of our class B common stock shown in the table below assumes conversion of the full amount of notes held by such holder at the initial conversion rate of 32.3918 shares of class B common stock per \$1,000 principal amount of notes. This conversion rate is subject to certain adjustments as described under "Description of Notes - Conversion Rights" in the prospectus. Accordingly, the shares of class B common stock issuable upon conversion of the notes may increase or decrease from time to time. Under the terms of the indenture, fractional shares will not be issued upon conversion of the notes. Cash will be paid in lieu of fractional shares, if any. As of April 30, 2003, we had 145,485,848 shares of our class B common stock outstanding.

The information in the table below is based on information provided by or on behalf of the selling securityholders. The selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes or class B common stock since the date on which they provided the information regarding their notes or class B common stock in transactions exempt from the registration requirements of the Securities Act of 1933.

Because the selling securityholders may offer all or some portion of the notes or the class B common stock to be offered by them, we cannot estimate the amount of any sales.

Name of Selling Securityholder

**Principal
Amount of Notes
Owned and
Offered**

**Percentage of
Notes
Outstanding****

**Number of Shares
of Common Stock
That May Be Sold**

Akanthos Arbitrage Master Fund, L.P.

		12,500,000
	2.17%	
		404,897
Akela Capital Master Fund, Ltd.		
		6,000,000
	1.04%	
		194,350
Canyon Capital Arbitrage Master Fund, Ltd.		
		18,000,000
	3.13%	
		583,052
Canyon Value Realization Fund (Cayman), Ltd.		
		24,060,000
	4.18%	
		779,346
Canyon Value Realization Fund, L.P.		
		10,340,000
	1.80%	
		334,931
Canyon Value Realization Mac 18, Ltd. (RMF)		
		3,600,000
	*	
		116,610
Excelsior Master Fund, L.P.		
		500,000
	*	

		16,195
Laurel Ridge Capital, LP		
		3,000,000
	*	
		97,175
LLT Limited		
		214,000
	*	
		6,931
Nisswa Master Fund Ltd		
		10,000,000
	1.74%	
		323,918
Nuveen Preferred Convertible Secuirty Fund		
		5,750,000
	*	
		186,252
Whitebox Convertible Arbitrage Partners, LP		
		7,500,000
	1.30%	
		242,938
Zazove Hedged Convertible Fund L.P.		
		250,000
	*	
		8,097
Zurich Institutional Benchmarks Master Fund LTD		

250,000

*

8,097

*

Less than 1%

**

Based on total notes in the principal amount of \$575,000,000 outstanding.

Investing in the notes involves significant risks that are described in the "Risk Factors" section beginning on page 5 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is May 15, 2003.