

MOFFETT JAMES R
Form 4
February 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
MOFFETT JAMES R

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)
02/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

NEW ORLEANS, LA 70112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2011		M		250,000	A	\$ 12.295	410,488 ⁽⁴⁾	D	
Common Stock	02/02/2011		F ⁽¹⁾		127,909	D	\$ 56.26	282,579	D	
Common Stock	02/02/2011		J ⁽²⁾		122,091	D	\$ 0	160,488	D	
Common Stock	02/02/2011		J ⁽²⁾		122,091	A	\$ 0	3,153,503 ⁽⁴⁾	I	By LLC
Common Stock	02/02/2011		S		123,000	D	\$ 56.5714 ⁽³⁾	3,030,503	I	By LLC

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- (3) The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$56.42 - \$56.78. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) On February 1, 2011, the Issuer effected a two-for-one stock split, thus the referenced share amounts and exercise price reflect the post-split adjustments to outstanding equity awards and shares held.
- (5) The Reporting Person disclaims beneficial ownership of these shares.
- (6) Based on plan statement as of December 31, 2010.
- (7) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Remarks:

Following the reported transactions and after adjustments to reflect the two-for-one stock split on February 1, 2011, Mr. Moffett

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.