

ADKERSON RICHARD C
 Form 4
 February 02, 2006

FORM 4

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

OMB APPROVAL

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

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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 *
 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)
 01/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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) | (A) or (D) | 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 | Price | | |
| Class B Common Stock | 02/01/2006 | | S | | 1,000 | \$ 64.03 | D | |
| Class B Common Stock | 02/01/2006 | | S | | 900 | \$ 64.02 | D | |
| Class B Common Stock | 02/01/2006 | | S | | 2,700 | \$ 64.01 | D | |
| Class B Common | 02/01/2006 | | S | | 7,800 | \$ 64 | D | |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|---------|---|
| Stock | | | | | | | |
| Class B Common Stock | 02/01/2006 | S | 2,100 | D | \$ 63.99 | 969,477 | D |
| Class B Common Stock | 02/01/2006 | S | 5,100 | D | \$ 63.98 | 964,377 | D |
| Class B Common Stock | 02/01/2006 | S | 1,400 | D | \$ 63.97 | 962,977 | D |
| Class B Common Stock | 02/01/2006 | S | 3,300 | D | \$ 63.96 | 959,677 | D |
| Class B Common Stock | 02/01/2006 | S | 6,700 | D | \$ 63.95 | 952,977 | D |
| Class B Common Stock | 02/01/2006 | S | 1,300 | D | \$ 63.94 | 951,677 | D |
| Class B Common Stock | 02/01/2006 | S | 1,000 | D | \$ 63.93 | 950,677 | D |
| Class B Common Stock | 02/01/2006 | S | 3,900 | D | \$ 63.92 | 946,777 | D |
| Class B Common Stock | 02/01/2006 | S | 1,000 | D | \$ 63.9 | 945,777 | D |
| Class B Common Stock | 02/01/2006 | S | 1,000 | D | \$ 63.89 | 944,777 | D |
| Class B Common Stock | 02/01/2006 | S | 1,000 | D | \$ 63.88 | 943,777 | D |
| Class B Common Stock | 02/01/2006 | S | 300 | D | \$ 63.86 | 943,477 | D |
| Class B Common Stock | 02/01/2006 | S | 4,900 | D | \$ 63.85 | 938,577 | D |
| Class B Common Stock | 02/01/2006 | S | 500 | D | \$ 63.84 | 938,077 | D |

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| | | | | | | | | |
|----------------------------|------------|------------------|--------|---|-------------|------------------------|---|-------------------|
| Class B Common Stock | 02/01/2006 | S | 3,100 | D | \$ 63.8 | 934,977 | D | |
| Class B Common Stock | 02/01/2006 | F ⁽³⁾ | 14,732 | D | \$ 64.38 | 920,245 ⁽¹⁾ | D | |
| Class B Common Stock | | | | | | 8,777 | I | By IRA |
| Class B Common Stock | | | | | | 2,704 ⁽²⁾ | I | By 401(k) Plan |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

02/02/2006

__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).
Following the reported transactions, the Reporting Person's direct beneficial ownership includes 480,248 Class B Common Stock
- (1) Restricted Stock Units. The Reporting Person also holds options to acquire a total of 1,000,000 shares of Class B Common Stock, 250,000 of which are vested.
 - (2) Based on plan statement as of December 31, 2005.
 - (3) Shares withheld in payment of taxes due upon the vesting of 35,712 Class B Common Stock Restricted Stock Units.

Remarks:

2 of 2 Forms 4 filed February 2, 2006 to report transactions occurring on January 31, 2006 and February 1, 2006. See first Form

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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