

JOHNSTON J BENNETT
 Form 4
 December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 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

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
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1. Name of Reporting Person* (Last) (First) (Middle) Johnston J. Bennett			2. Issuer Name and Ticker or Trading Symbol Freeport-McMoRan Copper & Gold Inc. (FCX)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify below)	
1455 Pennsylvania Avenue, N.W., Suite 200 (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____		4. Statement for Month/Day/Year 08/01/02	
Washington D.C. 20004 (City) (State) (Zip)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
5. Amount or Number of Securities			6. Ownership Relationship (Beneficially Owned or Not)	7. Nature of Indirect Beneficial Ownership	8.	9.

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	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Class B Common Stock							7000	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(9-02)

FORM 4 (continued)		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. 3)	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. Number of derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5)
					Code	V	(A)	(D)			

										of Shares		
Options ⁽²⁾ (right to buy)	\$15.195	08/01/02		A	V	10,000	08/01/03 ⁽³⁾	08/01/12	Class B Common Stock	10,000	None	10,000
Stock Appreciation Rights	\$15.195	08/01/02		A	V	6,556	08/01/03 ⁽³⁾	08/01/12	Class B Common Stock	6,556	None	6,556

Explanation of Responses:

- 1. Formerly Reported as Class A Common Stock. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock.
- 2. Options with rights to "Option Cancellation Gain" Payments
- 3. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

<p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p>	<p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of J. Bennett Johnston</p>	<p>12/02/02 Date</p>
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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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