Edgar Filing: ADKERSON RICHARD C - Form 4

ADKERSON RICHARD C

Form 4

February 07, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ADKERSON RICHARD C Issuer Symbol FREEPORT MCMORAN COPPER (Check all applicable) & GOLD INC [FCX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) 1615 POYDRAS STREET 02/03/2006 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW ORLEANS, LA 70112

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class B Common Stock	02/03/2006		F <u>(1)</u>	24,067	` ′	\$ 61.955	896,178	D	
Class B Common Stock	02/04/2006		F(2)	3,755	D	\$ 61.955	892,423 (3)	D	
Class B Common Stock							8,777	I	By IRA
Class B Common							2,704 (4)	I	By 401(k) Plan

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Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				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

02/07/2006

(9-02)

9. Nu

Deriv

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**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) Shares withheld in payment of taxes due upon the vesting of 58,343 Class B Common Stock Restricted Stock Units.
- (2) Shares withheld in payment of taxes due upon the vesting of 9,101 Class B Common Stock Restricted Stock Units.
- Following the reported transactions, the Reporting Person's direct beneficial ownership includes 412,804 Class B Common Stock (3) 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.

Reporting Owners 2

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(4) Based on plan statement as of December 31, 2005.

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.