#### WHITMIRE C DONALD JR

Form 4 May 07, 2008

## FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

Common

Stock

1. Name and Address of Reporting Person * WHITMIRE C DONALD JR			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)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Other (specify below)  VP & Controller Financial Rptg			
ONE NORTH CENTRAL AVENUE				05/05/2008								
		(Street)			endment, D nth/Day/Yea	ate Origina ar)	.1	A	6. Individual or Jo Applicable Line)			
PHEONIZ, AZ 85004									_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqui	quired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea				Ď) 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)			
	Common Stock	05/05/2008			Code V M	Amount 10,000	(D)	Price \$ 63.765	19,923.144	D		
	Common Stock	05/05/2008			M	5,000	A	\$ 56.5	24,923.144	D		
	Common Stock	05/05/2008			M	5,000	A	\$ 67.36	29,923.144	D		
	Common Stock (1)	05/05/2008			S	20,000	D	\$ 115	9,923.144	D		
	Common								(2)		Through	

 $728 \frac{(2)}{}$ 

I

401(k)

Plan

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

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

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 orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (right to buy)	\$ 63.765	05/05/2008		M	10,000	01/31/2007(3)	01/31/2016	Common Stock	10,000
Options (right to buy)	\$ 56.5	05/05/2008		M	5,000	01/30/2008(3)	01/30/2017	Common Stock	5,000
Options (right to buy)	\$ 67.36	05/05/2008		M	5,000	05/01/2008(3)	05/01/2017	Common Stock	5,000

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WHITMIRE C DONALD JR ONE NORTH CENTRAL AVENUE PHEONIZ, AZ 85004

VP & Controller Financial Rptg

### **Signatures**

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney 05/07/2008

\*\*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) Amount beneficially owned following the reported transactions includes 5,433 Common Stock Restricted Stock Units.

Reporting Owners 2

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- (2) Based on plan statement as of March 31, 2008.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

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.