

JOHNSON MARK J
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

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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 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 *
JOHNSON MARK J

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)
05/09/2006

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP, COO

NEW ORLEANS, LA 70112

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Class B Common Stock					1,072 ⁽¹⁾	I	401(k) Plan
Class B Common Stock	05/09/2006		M	11,250 A	\$ 37.04 21,524	D	
Class B Common Stock	05/09/2006		S	1,100 D	\$ 69.77 20,424	D	
Class B Common	05/09/2006		S	1,100 D	\$ 69.72 19,324	D	

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Stock							
Class B Common Stock	05/09/2006	S	1,100	D	\$ 69.71	18,224	D
Class B Common Stock	05/09/2006	S	1,200	D	\$ 69.64	17,024	D
Class B Common Stock	05/09/2006	S	1,200	D	\$ 69.61	15,824	D
Class B Common Stock	05/09/2006	S	1,400	D	\$ 69.6	14,424	D
Class B Common Stock	05/09/2006	S	150	D	\$ 69.57	14,274	D
Class B Common Stock	05/09/2006	S	1,600	D	\$ 69.56	12,674	D
Class B Common Stock	05/09/2006	S	200	D	\$ 69.55	12,474	D
Class B Common Stock	05/09/2006	S	100	D	\$ 69.54	12,374	D
Class B Common Stock	05/09/2006	S	1,100	D	\$ 69.53	11,274	D
Class B Common Stock ⁽³⁾	05/09/2006	S	1,000	D	\$ 69.7	10,274	D

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.

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			Code	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Options (Right to Buy)	\$ 37.04	05/09/2006	M		11,250	02/01/2006 ⁽²⁾	02/01/2015	Class B Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARK J 1615 POYDRAS STREET NEW ORLEANS, LA 70112			SVP, COO	

Signatures

Kelly C. Simoneaux on behalf of Mark J. Johnson pursuant to a power of attorney 05/10/2006

__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).
- (1) Based on plan statement as of March 31, 2006.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) Amount beneficially owned following the reported transactions represents 10,274 Class B Common Stock Restricted Stock Units.

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.