#### GRAHAM H DEVON JR

Form 4 June 11, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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Check this box

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 See Instruction

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GRAHAM H DEVON JR

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

FREEPORT MCMORAN COPPER

& GOLD INC [FCX]

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

Officer (give title Other (specify below)

1900 WEST LOOP SOUTH, SUITE

(First)

1050

(Last)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

(Month/Day/Year)

06/09/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77027

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount Price (D)

(A)

or

Common Stock (1)

(Instr. 3)

06/09/2010

 $A^{(2)}$ 4,000 Α

\$0 16,000

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.

SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: GRAHAM H DEVON JR - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (Right to Buy)	\$ 66.49	06/09/2010		A(3)	10,000	06/01/2011(4)	06/01/2020	Common Stock	10,000

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

GRAHAM H DEVON JR 1900 WEST LOOP SOUTH, SUITE 1050 HOUSTON, TX 77027

### **Signatures**

Kelly C. Simoneaux, on behalf of H. Devon Graham, Jr., pursuant to a power of attorney

06/11/2010

\*\*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 transaction includes 12,000 Common Stock Restricted Stock Units.
- On each of December 8, 2009 and June 1, 2010, the Nominating and Corporate Governance Committee of the Issuer's Board of Directors (the Committee) granted the Reporting Person 2,000 Common Stock Restricted Stock Units. These grants were conditioned on stockholder approval of the Issuer's Amended and Restated 2006 Stock Incentive Plan (the Plan), which approval was received on June 9, 2010 at the Issuer's 2010 annual meeting.
- On June 1, 2010, the Committee granted these options to the Reporting Person subject to approval of the Plan, which approval was received on June 9, 2010.
- (4) 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.

Reporting Owners 2