

WHITMIRE C DONALD JR
Form 4
November 15, 2004

FORM 4

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

OMB APPROVAL

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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 *
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)
1615 POYDRAS STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2004

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
VP & Controller Financial Rptg

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)
			Code	V Amount (A) or (D) Price			
Class B Common Stock					1,072	I	Through IRA
Class B Common Stock	11/12/2004		M	3,000 A \$ 11.31	5,596	D	
Class B Common Stock	11/12/2004		M	3,743 A \$ 13.9734	9,339	D	
Class B Common	11/12/2004		M	5,000 A \$ 18.885	14,339	D	

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Stock							
Class B Common Stock	11/12/2004		M	1,875	A	\$ 17.5	16,214 D
Class B Common Stock	11/12/2004		S	1,500	D	\$ 39.91	14,714 D
Class B Common Stock	11/12/2004		S	5,600	D	\$ 39.9	9,114 D
Class B Common Stock	11/12/2004		S	1,900	D	\$ 39.88	7,214 D
Class B Common Stock	11/12/2004		S	218	D	\$ 39.86	6,996 D
Class B Common Stock	11/12/2004		S	2,400	D	\$ 39.85	4,596 D
Class B Common Stock ⁽⁹⁾	11/12/2004		S	1,500	D	\$ 39.84	3,096 D

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

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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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options (Right to	\$ 11.31	11/12/2004		M	3,000	01/30/2002 ⁽²⁾	01/30/2011	Class B Common	3,000

Buy) ⁽¹⁾							Stock	
Options (Right to Buy) ⁽³⁾	\$ 13.9734	11/12/2004	M	3,743	01/29/2003 ⁽⁴⁾	01/29/2012	Class B Common Stock	3,743
Options (Right to Buy) ⁽⁵⁾	\$ 18.885	11/12/2004	M	5,000	02/04/2004 ⁽⁶⁾	02/04/2013	Class B Common Stock	5,000
Options (Right to Buy) ⁽⁷⁾	\$ 17.5	11/12/2004	M	1,875	02/01/2001 ⁽⁸⁾	02/01/2010	Class B Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMIRE C DONALD JR 1615 POYDRAS STREET NEW ORLEANS, LA 70112			VP & Controller Financial Rptg	

Signatures

Margaret F. Murphy on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney 11/15/2004

**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) Options with limited stock appreciation rights.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) Options with limited stock appreciation rights.
- (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (5) Options with limited stock appreciation rights.
- (6) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (7) Options with limited stock appreciation rights.
- (8) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (9) The Reporting Persons Class B Common Stock holdings include 1,427 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.