

FREEPORT MCMORAN COPPER & GOLD INC  
 Form 4  
 May 12, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 ADKERSON RICHARD C

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)  
 05/10/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and CEO

NEW ORLEANS, LA 70112  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class B Common Stock	05/10/2006		M		\$ 250,000	A	\$ 37.04 1,142,423 D
Class B Common Stock	05/10/2006		F <sup>(1)</sup>		\$ 181,878	D	\$ 69.08 960,545 D
Class B Common Stock	05/10/2006		S		\$ 900	D	\$ 69.58 959,645 D
Class B Common	05/10/2006		S		\$ 700	D	\$ 958,945 D 69.57

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Stock							
Class B Common Stock	05/10/2006	S	1,800	D	\$ 69.56	957,145	D
Class B Common Stock	05/10/2006	S	200	D	\$ 69.55	956,945	D
Class B Common Stock	05/10/2006	S	900	D	\$ 69.54	956,045	D
Class B Common Stock	05/10/2006	S	500	D	\$ 69.53	955,545	D
Class B Common Stock	05/10/2006	S	600	D	\$ 69.52	954,945	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.51	954,845	D
Class B Common Stock	05/10/2006	S	800	D	\$ 69.5	954,045	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.49	953,745	D
Class B Common Stock	05/10/2006	S	2,800	D	\$ 69.48	950,945	D
Class B Common Stock	05/10/2006	S	1,100	D	\$ 69.47	949,845	D
Class B Common Stock	05/10/2006	S	2,200	D	\$ 69.46	947,645	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.45	947,345	D
Class B Common Stock	05/10/2006	S	4,500	D	\$ 69.44	942,845	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.43	942,545	D

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Class B Common Stock	05/10/2006	S	200	D	\$ 69.42	942,345	D
Class B Common Stock	05/10/2006	S	1,100	D	\$ 69.41	941,245	D
Class B Common Stock	05/10/2006	S	1,400	D	\$ 69.4	939,845	D
Class B Common Stock	05/10/2006	S	2,200	D	\$ 69.39	937,645	D
Class B Common Stock	05/10/2006	S	1,300	D	\$ 69.38	936,345	D
Class B Common Stock	05/10/2006	S	500	D	\$ 69.37	935,845	D
Class B Common Stock	05/10/2006	S	300	D	\$ 69.35	935,545	D
Class B Common Stock	05/10/2006	S	1,300	D	\$ 69.34	934,245	D
Class B Common Stock	05/10/2006	S	1,500	D	\$ 69.33	932,745	D
Class B Common Stock	05/10/2006	S	3,500	D	\$ 69.32	929,245	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.31	929,145	D
Class B Common Stock	05/10/2006	S	100	D	\$ 69.26	929,045 <sup>(2)</sup>	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)

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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 Security (Instr. 3 and 4)
Options (right to buy)	\$ 37.04	05/10/2006		M	250,000	02/01/2006 <sup>(3)</sup> 02/01/2015	Class B Common Stock 250,000

## 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 05/12/2006

\_\_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) Shares withheld and delivered in payment of the exercise price of options and the resulting taxes.
- (2) Transactions continued on next Form 4.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

### Remarks:

1 of 2 Forms 4 filed May 12, 2006 to report transactions occurring on May 10, 2006. See other Form 4 for remainder of report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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