

RANKIN B M JR
 Form 4
 December 04, 2002
 FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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* | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Rankin, Jr. B. M. | | Freeport-McMoRan Copper & Gold Inc. (FCX) | | <input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| 300 Crescent Court, Suite 1380 | | | | 08/01/02 | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | |
| Dallas Texas 75201 | | | | | | |
| (City) | (State) | (Zip) | Table I— Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Acquisition or Disposition of Securities Beneficially Owned or Followed (Instr. 4) |
| | | (Month/Day/Year) | (Month/Day/Year) | | | (Instr. 4) |
| | | | | (A) or (D) | 3 and 4 | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | Amount | Price |

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|----------------------|--|--|--|--|--|--|--|-----------------------|---|
| Class B Common Stock | | | | | | | | 668287 ⁽¹⁾ | By Rankin Interests Limited Partnership |
| | | | | | | | | | |
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| | | | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond (Over)
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| FORM 4 (continued) | 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. Conver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 3, 4 and 5) | 5. Number of Deriv- ative Secur- ities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5) | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Num of der- ivative Secur- ities Benef- icially Own- ing Repor- ing Trans- action (Instr. |
| | | | | | | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | |
| Options ⁽²⁾ (right to buy) | \$15.195 | 08/01/02 | | A | V 10,000 | 08/01/03 ⁽³⁾ | 08/01/12 | Class B Common Stock | 10,000 | None | 10,000 |
| Stock Appreciation | \$15.195 | 08/01/02 | | A | V 6,556 | 08/01/03 ⁽³⁾ | 08/01/12 | Class B Common Stock | 6,556 | None | 6,556 |

| Rights | | | | | | | | | | Stock | | | |
|--------|--|--|--|--|--|--|--|--|--|-------|--|--|--|
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Explanation of Responses:

- 1. 80,397 of these shares were formerly reported as Class A Common Stock. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock.
- 2. Options with rights to "Option Cancellation Gain" Payments
- 3. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

| | | |
|--|---|---|
| <p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> | <p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of B. M. Rankin, Jr.</p> | <p>12/02/02 Date</p> |
|--|---|---|

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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