

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 March 05, 2014

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 *
MOFFETT JAMES R

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)
03/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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)
Common Stock	03/03/2014		J ⁽¹⁾	1,000,000 D	\$ 0 3,101,737	I	By LLC
Common Stock					406,998 ⁽²⁾	D	
Common Stock					60,837 ⁽³⁾	I	By 401(k) plan
Common Stock					7,552 ⁽⁴⁾	I	By Spouse

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

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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 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)	Amount of Underlying Shares
Forward Sale Contract (right/obligation to sell)	(5) (6)	03/03/2014		J(5)(6)	1	(5) (5)	Common Stock	450,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOFFETT JAMES R 1615 POYDRAS STREET NEW ORLEANS, LA 70112	X		Chairman of the Board	

Signatures

Cynthia M. Molyneux, on behalf of James R. Moffett, pursuant to a power of attorney 03/05/2014

__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) Effective March 3, 2014, Moffett Holdings, L.L.C. (the "LLC"), of which Mr. Moffett is a member and the manager, distributed 1,000,000 shares of the Issuer's common stock in connection with the redemption of another member's interest in the LLC. As a result of the redemption, Mr. Moffett's proportionate interest in the LLC increased from 49.97% to 99.94%, and his economic interest in the shares of the Issuer's common stock held by the LLC also increased. Mr. Moffett has historically reported the aggregate number of shares held by the LLC, and continues to do so. Mr. Moffett retains voting power over the 1,000,000 shares distributed by the LLC.
- (2) Represents performance-based restricted stock units.
- (3) Based on plan statement as of December 31, 2013.

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- (4) The Reporting Person disclaims beneficial ownership of these shares.

On March 3, 2014, the LLC elected to terminate a forward sale contract with a securities broker that was entered into on February 15, 2012. No fee was paid by the LLC or received by the LLC in connection with the termination. The contract obligated the LLC to deliver to the broker 450,000 shares of the Issuer's Common Stock on March 4, 2014, the maturity date, with the sale price to be determined and paid on the maturity date according to the below formula:

- (5) (i) if the closing sale price of a share of Common Stock on the maturity date is \$29.6800 or less, the sale price will be \$29.6800 per share,
(ii) if the closing price of a share of Common Stock on the maturity date is \$49.4808 or more, the sale price will be \$49.4808 per share,
(6) and (iii) if the closing price of a share of Common Stock on the maturity date is between \$29.6800 and \$49.4808, the per share sale price will be the closing price on the maturity date.

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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