

WHITMIRE C DONALD JR

Form 4

January 31, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
ONE NORTH CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2013

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

PHEONIZ, AZ 85004

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)
Common Stock <u>(1)</u>				(A) or (D)			Through 401(k) Plan
Common Stock <u>(2)</u>					1,634	I	
Common Stock <u>(2)</u>					5,000	I	By Spouse, through GRAT
Common Stock <u>(2)</u>					5,000	I	Through GRAT
Common Stock	12/17/2012		G	V 600	D \$ 0	38,737	D
	01/29/2013		A ⁽⁴⁾	9,000	A \$ 0	47,737	D

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 35.01	01/29/2013		A		45,000		01/29/2014 ⁽⁵⁾	01/29/2023	Common Stock	45,000

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITMIRE C DONALD JR ONE NORTH CENTRAL AVENUE PHEONIZ, AZ 85004			VP & Controller Financial Rptg	

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney

****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) Based on plan statement as of December 31, 2012.
- (2) These shares were previously reported as directly held, but were transferred to Grantor Retained Annuity Trusts on 12/24/12.
- (3) Amount beneficially owned following the reported transaction includes 9,000 Common Stock Restricted Stock Units.
- (4) Represents a grant of time vested Common Stock Restricted Stock Units.

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(5) 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.

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