

PHELPS DODGE CORP

Form 4

February 28, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mailhot Nancy F

(Last) (First) (Middle)

C/O PHELPS DODGE
CORPORATION, ONE NORTH
CENTRAL AVENUE

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PHELPS DODGE CORP [PD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Sr VP-Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares ⁽¹⁾	02/26/2007		M		1,466	A \$ 78.995	28,191 D
Common Shares ⁽¹⁾	02/26/2007		S		1,466	D \$ 127.4515	26,725 D
Common Shares ⁽¹⁾	02/26/2007		M		1,333	A \$ 48.095	28,058 D
Common Shares ⁽¹⁾	02/26/2007		S		1,333	D \$ 127.4515	26,725 D
Common Shares ⁽¹⁾	02/26/2007		M		1,334	A \$ 37.305	28,059 D

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Common Shares ⁽¹⁾	02/26/2007	S	1,334	D	\$ 127.4515	26,725	D
Common Shares	02/27/2007	S	1,205	D	\$ 124.9439	25,520 ⁽²⁾	D

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

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SEC 1474
(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)	8. S		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 78.995	02/26/2007		M		1,466		<u>(3)</u>	02/01/2016	Common Shares	1,466
Employee Stock Option (right to buy)	\$ 48.095	02/26/2007		M		1,333		<u>(4)</u>	02/02/2015	Common Shares	1,333
Employee Stock Option (right to buy)	\$ 37.305	02/26/2007		M		1,334		<u>(5)</u>	02/04/2014	Common Shares	1,334

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Mailhot Nancy F
C/O PHELPS DODGE CORPORATION
ONE NORTH CENTRAL AVENUE
PHOENIX, AZ 85004

Sr VP-Human Resources

Signatures

/s/ S. David Colton Attorney-in-Fact for Nancy F.
Mailhot

02/28/2007

__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) Exercise of stock options and same-day sale of underlying Common Shares pursuant to the Phelps Dodge 2003 Stock Option and Restricted Stock Plan.

Includes shares of common stock acquired within the Phelps Dodge Employee Savings Plan (401(k) Plan). The Plan provides for the
(2) purchase of fractional shares. The number reported is the nearest whole number. Also includes shares inadvertently omitted due to an arithmetic error.
(3) The option vests in three substantially equal annual installments on January 31, 2007, 2008 and 2009.
(4) The option vests in three substantially equal annual installments on February 1, 2006, 2007 and 2008.
(5) The option vests in three substantially equal annual installments on February 3, 2005, 2006 and 2007.

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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