

WHARTON J TAYLOR  
 Form 4  
 June 03, 2011

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

OMB APPROVAL

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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 \*  
 WHARTON J TAYLOR

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)  
 1001 FANNIN ST., SUITE 777  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 Advisory Director

HOUSTON, TX 77002

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 840   | I  | By IRA for Self                   |
| Common Stock                    |                                      |  |                                |   | 53,874  | I  | By Spouse                         |
| Common Stock                    |                                      |  |                                |   | 320   | I  | By IRA for Spouse                 |
| Common Stock                    |                                      |  |                                |   | 5,778   | I  | As Custodian for Daughter         |
|                                 |                                      |  |                                |   | 4,400   | I  |                                   |

|                            |            |  |                  |       |   |      |        |                                |
|----------------------------|------------|--|------------------|-------|---|------|--------|--------------------------------|
| Common<br>Stock            |            |  |                  |       |   |      |        | As<br>Custodian<br>of Daughter |
| Common<br>Stock <u>(1)</u> | 06/01/2011 |  | A <sup>(2)</sup> | 2,000 | A | \$ 0 | 51,256 | 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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                     |
|---|--|---|---|--------------------------------------|--|--|---|-----------------|-------------------------------------|
|   |  |   |   |                                      |  | Date Exercisable   | Expiration<br>Date  | Title           | Amount<br>or<br>Number<br>of Shares |
|   |  |   |   |                                      |  | Code   | V   | (A)             | (D)                                 |
| Options<br>(right to<br>buy)                        | \$ 49.38   | 06/01/2011                              |   | A                                    | 10,000   | 06/01/2012 <sup>(3)</sup>                                      | 06/01/2021  | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| WHARTON J TAYLOR<br>1001 FANNIN ST., SUITE 777<br>HOUSTON, TX 77002 | Advisory Director                |

## Signatures

Kelly C. Simoneaux, on behalf of J. Taylor Wharton, pursuant to a power of attorney 06/03/2011

\*\*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)

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On February 1, 2011, the Issuer effected a two-for-one stock split, thus the referenced share amounts reflect the post-split adjustments to shares previously held. Amount beneficially owned following the reported transaction includes 20,000 Common Stock Restricted Stock Units.

- (2) Represents a grant of Common Stock Restricted Stock Units.
- (3) 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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