

FREEPORT MCMORAN COPPER & GOLD INC

Form 4

August 17, 2005

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 *
MCDONALD GABRIELLE K

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)
2001 HOLCOMBE BLVD. #3201
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2005

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

HOUSTON, TX 77030

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)
			Code	V	Amount	(A) or (D)	Price		
Class B Common Stock	08/16/2005		M		2,500	A	\$ 9.0938	8,038	D
Class B Common Stock	08/16/2005		M		2,500	A	\$ 26.975	10,538	D
Class B Common Stock	08/16/2005		M		1,639	A	\$ 26.975	12,177	D
Class B Common	08/16/2005		S		5,000	D	\$ 43	7,177	D

Stock

Class B

Common 08/16/2005 D 1,639 D \$ 42.94 5,538 D
 Stock ⁽⁴⁾

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 9.0938	08/16/2005		M		2,500		05/09/2004 ⁽¹⁾	08/01/2010	Class B Common Stock	2,500
Options (Right to Buy)	\$ 26.975	08/16/2005		M		2,500		05/09/2004 ⁽²⁾	08/01/2013	Class B Common Stock	2,500
Stock Appreciation Rights	\$ 26.975	08/16/2005		M		1,639		08/01/2004 ⁽³⁾	08/01/2013	Class B Common Stock	1,639

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONALD GABRIELLE K
 2001 HOLCOMBE BLVD. #3201
 HOUSTON, TX 77030

Signatures

Margaret F. Murphy on behalf of Gabrielle K. McDonald pursuant to a power of attorney

08/17/2005

__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) 50% exercisable on the date indicated and 50% exercisable on August 1, 2004.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) Amount beneficially owned following the reported transactions includes 3,500 Class B Common Stock Restricted Stock Units.

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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