

JOHNSTON J BENNETT

Form 4

December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 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

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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Johnston J. Bennett			Freeport-McMoRan Copper & Gold Inc. (FCX)		<input checked="" type="checkbox"/> Direct Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year	
1455 Pennsylvania Avenue, N.W., Suite 200					08/01/02	
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
Washington D.C. 20004					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	2A. Deemed Execution Date, if any	3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
						5. Ownership of Securities Beneficially Owned or Controlled
						6. Nature of Indirect Beneficial Ownership

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	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Class B Common Stock							7000	

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued)	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. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 3)	5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)	6. Date Exer- cisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Num of der ative Secur ities Bene- ficiall Owne Follow ing Repor Trans action (Instr.
				Code V	(A) (D)	Date Exer- cisable Expira- tion Date	Title Amount or Number		

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											of Shares		
Options ⁽²⁾ (right to buy)	\$15.195	08/01/02		A	V	10,000		08/01/03 ⁽³⁾	08/01/12	Class B Common Stock	10,000	None	10,000
Stock Appreciation Rights	\$15.195	08/01/02		A	V	6,556		08/01/03 ⁽³⁾	08/01/12	Class B Common Stock	6,556	None	6,556

Explanation of Responses:

1. Formerly Reported as Class A Common Stock. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock.
2. Options with rights to "Option Cancellation Gain" Payments
3. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

	/s/ Margaret F. Murphy	12/02/02
**Intentional misstatements or omissions of	**Signature of	Date
facts constitute Federal Criminal Violations.	Reporting Person	
See	Margaret F. Murphy, on	
	behalf of	
18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	J. Bennett Johnston	

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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