

ADKERSON RICHARD C

Form 4

February 10, 2012

**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 \*  
ADKERSON RICHARD C

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)  
333 NORTH CENTRAL AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2012

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

PHOENIX, AZ 85004

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/09/2012		M		250,000	A	\$ 12.295	2,069,303 D
Common Stock	02/09/2012		F <sup>(1)</sup>		141,550	D	\$ 46.42	1,927,753 D
Common Stock	02/09/2012		S		503,516	D	\$ 46.4953 (2)	1,424,237 D
Common Stock	02/09/2012		G	V	100,000	D	\$ 0	1,324,237 D
Common Stock								20,330 I By IRA

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Common Stock	415,844	I	Through Trust
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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options (right to buy)	\$ 12.295	02/09/2012		M	250,000	02/02/2010 <sup>(3)</sup> 02/02/2019	Common Stock 250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADKERSON RICHARD C 333 NORTH CENTRAL AVENUE PHOENIX, AZ 85004	X		President and CEO	

## Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson, pursuant to a power of attorney

02/10/2012

\*\*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) Shares delivered and withheld in payment of exercise price of options and resulting taxes.  
The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of \$46.25 - \$47.23. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

**Remarks:**

Following the reported transactions, Mr. Adkerson's beneficial ownership includes 970,632 shares of Common Stock and 353,

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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