

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

Expires: January 31, 2005

Estimated average burden hours per response.....0.5

| | | | | | | |
|---|---------|----------|--|-----------------------------------|--|---|
| 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 |

Edgar Filing: JOHNSTON J BENNETT - Form 4

| | (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).

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.

(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 | | |

Edgar Filing: JOHNSTON J BENNETT - Form 4

| | | | | | | | | | | | 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

| | | |
|--|--|------------------|
| **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See | /s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of J. Bennett Johnston | 12/02/02 Date |
|--|--|------------------|

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.