

WHARTON J TAYLOR

Form 4

December 04, 2002

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

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
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(Print or Type Responses)

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)			
Wharton J. Taylor		Freeport-McMoRan Copper & Gold Inc. (FCX)		<input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify (give below) title below)			
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year			
1515 Holcombe Boulevard, Room B2.4310				08/01/02			
(Street)		5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Houston Texas 77030							
(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	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Price (Instr. 3)	6. Ownership of Securities Beneficially Owned or Reported Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

							and 4)	
Class B Common Stock ⁽¹⁾							10,638 ⁽²⁾	
Class B Common Stock ⁽¹⁾							420 ⁽³⁾	By IRA for self
Class B Common Stock ⁽¹⁾							26,917 ⁽⁴⁾	By Spouse
Class B Common Stock ⁽¹⁾							160 ⁽⁵⁾	By IRA for Spouse
Class B Common Stock ⁽¹⁾							2,881 ⁽⁶⁾	As Custodian for Daughter
Class B Common Stock ⁽¹⁾							2,201 ⁽⁷⁾	As Custodian for Daughter

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. Numb of deri vative Secur- ities Bene- ficially Owned Follow- ing Report Trans- action (Instr.
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
Options ⁽⁸⁾ (right to buy)	\$15.195	08/01/02		A	V	10,000		08/01/03 ⁽⁹⁾	08/01/12	Common Stock	10,000	None	10,000		
Stock Appreciation	\$15.195	08/01/02		A	V	6,556		08/01/03 ⁽⁹⁾	08/01/12	Common Stock	6,556	None	6,556		

Rights

Explanation of Responses:

1. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock.
2. 1,270 of these shares were formerly reported as Class A Common Stock.
3. Formerly reported as Class A Common Stock
4. 3,011 of these shares were formerly reported as Class A Common Stock.
5. Formerly reported as Class A Common Stock
6. 188 of these shares were formerly reported as Class A Common Stock.
7. 144 of these shares were formerly reported as Class A Common Stock.
8. Options with rights to "Option Cancellation Gain" Payments
9. 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 facts
constitute Federal Criminal Violations.
See

**Signature of Reporting
Person

Date

Margaret F. Murphy, on
behalf of

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

J. Taylor Wharton.

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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