#### ARNOLD MICHAEL J

Form 4

January 30, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARNOLD MICHAEL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	FREEPORT MCMORAN COI & GOLD INC [FCX]	FREEPORT MCMORAN COPPER & GOLD INC [FCX]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
1615 POYDRAS STREET (Street)			(Month/Day/Year) 01/30/2006	Officer (give title Other (specify below) Chief Administrative Officer		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Ch		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NEW ORLEANS, LA 70112				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Class B 401(k) Common $2,143 \frac{(1)}{2}$ Ι Plan Stock Class B Common 01/30/2006 M 18.719 A 51,625 D Stock Class B Common 01/30/2006 S 1,500 D \$ 62.95 50,125 D Stock Class B 01/30/2006 S 100 \$62.94 D D 50,025 Common

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Stock							
Class B Common Stock	01/30/2006	S	300	D	\$ 62.93	49,725	D
Class B Common Stock	01/30/2006	S	4,200	D	\$ 62.92	45,525	D
Class B Common Stock	01/30/2006	S	2,519	D	\$ 62.91	43,006	D
Class B Common Stock	01/30/2006	S	7,900	D	\$ 62.9	35,106	D
Class B Common Stock	01/30/2006	S	1,800	D	\$ 62.89	33,306	D
Class B Common Stock	01/30/2006	S	200	D	\$ 62.88	33,106	D
Class B Common Stock (3)	01/30/2006	S	200	D	\$ 62.86	32,906	D

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. Transactic Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (Right to Buy)	\$ 13.9734	01/30/2006		M	18,71	9 01/29/2003(2)	01/29/2012	Class B Common Stock	18,719

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARNOLD MICHAEL J Chief

1615 POYDRAS STREET Administrative

NEW ORLEANS, LA 70112 Officer

# **Signatures**

Kelly C. Simoneaux on behalf of Michael J. Arnold pursuant to a power of attorney

01/30/2006

\*\*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) Based on plan statement as of December 30, 2005.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) Following the reported transactions, the Reporting Person's Class B Common Stock holdings include 11,902 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. 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.

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