

FREEPORT MCMORAN COPPER & GOLD INC  
 Form 4  
 February 23, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITMIRE C DONALD JR**

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)  
**1615 POYDRAS STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2007**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**VP & Controller Financial Rptg**

**NEW ORLEANS, LA 70112**

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock            |                                      |  |                                | (A) or (D)  | Price   |  | Through 401(k) Plan                                   |
| Class B Common Stock            | 02/22/2007                           |  | M                              | 5,000   | A \$ 18.885   | 12,283.144   | D   |
| Class B Common Stock            | 02/22/2007                           |  | M                              | 5,000   | A \$ 36.7565  | 17,283.144   | D   |
| Class B Common Stock            | 02/22/2007                           |  | M                              | 5,000   | A \$ 37.04  | 22,283.144   | D   |

Stock

Class B

Common 02/22/2007 S 15,000 D \$ 59.5 7,283.144 D  
 Stock <sup>(5)</sup>

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. 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 of Underlying Securities (Instr. 3 and 4) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                  | (D)                        |
| Options (Right to Buy)                     | \$ 18.885  | 02/22/2007                           |  | M                              | 5,000   | 02/04/2004 <sup>(2)</sup>                                | 02/04/2013  | Class B Common Stock | 5,000                      |
| Options (Right to Buy)                     | \$ 36.765  | 02/22/2007                           |  | M                              | 5,000   | 02/03/2005 <sup>(3)</sup>                                | 02/03/2014  | Class B Common Stock | 5,000                      |
| Options (Right to Buy)                     | \$ 37.04   | 02/22/2007                           |  | M                              | 5,000   | 02/01/2006 <sup>(4)</sup>                                | 02/01/2015  | Class B Common Stock | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| WHITMIRE C DONALD JR<br>1615 POYDRAS STREET<br>NEW ORLEANS, LA 70112 |               |           | VP & Controller Financial Rptg |       |

## Signatures

Kelly C. Simoneaux, on behalf of C. Donald Whitmire, Jr. pursuant to a power of attorney

02/23/2007

\_\_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 31, 2006.
- (2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (5) Amount beneficially owned following the reported transactions includes 3,650 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.