

JOHNSTON J BENNETT
Form 4
October 31, 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 *
JOHNSTON J BENNETT

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

2099 PENNSYLVANIA AVE.,
N.W., SUITE 850

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

WASHINGTON, DC 20006

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/29/2007		M			2,500	A	\$ 11.165	72,038	D	
Common Stock	10/29/2007		M			5,000	A	\$ 15.195	77,038	D	
Common Stock	10/29/2007		M			6,556	A	\$ 15.195	83,594	D	
Common Stock	10/29/2007		M			6,556	A	\$ 26.915	90,150	D	
Common Stock	10/29/2007		S			100	D	\$ 117.64	90,050	D	

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Common Stock	10/29/2007	S	100	D	\$ 117.59	89,950	D
Common Stock	10/29/2007	S	1,100	D	\$ 117.58	88,850	D
Common Stock	10/29/2007	S	500	D	\$ 117.57	88,350	D
Common Stock	10/29/2007	S	1,100	D	\$ 117.55	87,250	D
Common Stock	10/29/2007	S	100	D	\$ 117.53	87,150	D
Common Stock	10/29/2007	S	800	D	\$ 117.52	86,350	D
Common Stock	10/29/2007	S	500	D	\$ 117.46	85,850	D
Common Stock	10/29/2007	S	300	D	\$ 117.45	85,550	D
Common Stock	10/29/2007	S	200	D	\$ 117.38	85,350	D
Common Stock	10/29/2007	S	442	D	\$ 117.37	84,908	D
Common Stock	10/29/2007	S	200	D	\$ 117.36	84,708	D
Common Stock	10/29/2007	S	500	D	\$ 117.35	84,208	D
Common Stock	10/29/2007	S	100	D	\$ 117.34	84,108	D
Common Stock	10/29/2007	S	100	D	\$ 117.33	84,008	D
Common Stock	10/29/2007	S	100	D	\$ 117.3	83,908	D
Common Stock	10/29/2007	S	100	D	\$ 117.29	83,808	D
Common Stock	10/29/2007	S	1,158	D	\$ 117.28	82,650	D
Common Stock ⁽⁵⁾	10/29/2007	D	13,112	D	\$ 117.86	69,538	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 11.165	10/29/2007		M	2,500	08/01/2002 ⁽¹⁾ 08/01/2011	Common Stock	2,500
Options (Right to Buy)	\$ 15.195	10/29/2007		M	5,000	08/01/2003 ⁽²⁾ 08/01/2012	Common Stock	5,000
Stock Appreciation Rights	\$ 15.195	10/29/2007		M	6,556	08/01/2003 ⁽³⁾ 08/01/2012	Common Stock	6,556
Stock Appreciation Rights	\$ 26.975	10/29/2007		M	6,556	08/01/2004 ⁽⁴⁾ 08/01/2013	Common Stock	6,556

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSTON J BENNETT
2099 PENNSYLVANIA AVE., N.W., SUITE 850
WASHINGTON, DC 20006

Signatures

Kelly C. Simoneaux, on behalf of J. Bennett Johnston, pursuant to a power of attorney

10/31/2007

**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) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(2) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

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- (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 8,000 Common Stock Restricted Stock Units.

Remarks:

1 of 2 Forms 4 filed October 31, 2007 to report transactions occurring on October 29, 2007. See second Form 4 for the remain

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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