

PHELPS DODGE CORP

Form 5/A

April 13, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DUNHAM ARCHIE W

(Last) (First) (Middle)

C/O PHELPS DODGE
CORPORATION, ONE NORTH
CENTRAL AVENUE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PHELPS DODGE CORP [PD]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20005. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)
02/13/2001

6. Individual or Joint/Group Reporting

(check applicable line)

PHOENIX, AZ 85004

(City) (State) (Zip)

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**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.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares	
Deferred Share Units <u>(1)</u> <u>(5)</u>	Â	12/31/2000 ⁽³⁾	Â	A	1,105.45	Â	Â <u>(4)</u>	Â <u>(4)</u>	Common Shares	1,105.4
Phantom Stock Units ⁽⁵⁾	Â	12/31/2000 ⁽⁷⁾	Â	A	39.3	Â	Â <u>(8)</u>	Â <u>(8)</u>	Common Shares	39.3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNHAM ARCHIE W C/O PHELPS DODGE CORPORATION ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004	Â X	Â	Â	Â

Signatures

/s/ S. David Colton, Attorney-in-fact for Archie W.
Dunham

04/13/2006

__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) Acquisition of deferred share units through the Deferred Compensation Plan for the Directors of Phelps Dodge Corporation, exempt pursuant to Rule 16b-3(d).
- (2) Each deferred share unit represents the right to receive one Phelps Dodge Corporation common share or the cash value thereof.
- (3) Deferred share units were acquired on various dates during calendar year 2000, based on pre-March 13, 2006 two-for-one stock split market values of Phelps Dodge Corporation common shares ranging from \$38.9375 to \$58.9688 per share.
- (4) Deferred share units are exercisable by the reporting person at any time.
- (5) Share numbers do not reflect two-for-one stock split effected March 13, 2006.
- (6) Each phantom stock unit represents the right to receive one Phelps Dodge Corporation common share or the cash value thereof.
- (7) Allocation of dividends under the Stock Unit Plan for the Directors of Phelps Dodge Corporation.
- (8) Common shares, or the cash value thereof, become deliverable to reporting person upon termination of his service as a director of Phelps Dodge Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.