

WHARTON J TAYLOR  
Form 4  
June 11, 2010

**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 \*  
WHARTON J TAYLOR

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)  
1001 FANNIN ST., SUITE 777  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/09/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Advisory Director

HOUSTON, TX 77002

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					420	I	By IRA for Self
Common Stock					26,937	I	By Spouse
Common Stock					160	I	By IRA for Spouse
Common Stock					2,889	I	As Custodian for Daughter
					2,200	I	

Common Stock								As Custodian of Daughter
Common Stock <u>(1)</u>	06/09/2010		A <sup>(2)</sup>	4,000	A	\$ 0	24,628	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. 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 66.49	06/09/2010		A <sup>(3)</sup>	10,000	06/01/2011 <sup>(4)</sup>	06/01/2020	Common Stock	10,000		

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHARTON J TAYLOR 1001 FANNIN ST., SUITE 777 HOUSTON, TX 77002	Advisory Director

## Signatures

Kelly C. Simoneaux, on behalf of J. Taylor Wharton, pursuant to a power of attorney 06/11/2010

\*\*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) Amount beneficially owned following the reported transaction includes 11,000 Common Stock Restricted Stock Units.

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- On each of December 8, 2009 and June 1, 2010, the Nominating and Corporate Governance Committee of the Issuer's Board of Directors (the Committee) granted the Reporting Person 2,000 Common Stock Restricted Stock Units. These grants were conditioned on stockholder approval of the Issuer's Amended and Restated 2006 Stock Incentive Plan (the Plan), which approval was received on June 9, 2010 at the Issuer's 2010 annual meeting.
- (2)
  - (3) On June 1, 2010, the Committee granted these options to the Reporting Person subject to approval of the Plan, which approval was received on June 9, 2010.
  - (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

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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