FREEPORT MCMORAN COPPER & GOLD INC
Form 8-A12B
May 15, 2002

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Freeport-McMoRan Copper & Gold Inc.
FCX Investment Ltd.
(Exact name of registrant as specified in its charter)

Delaware	74-2480931
(State of incorporation)	(IRS Employer Identification No.)

1615 Poydras Street, New Orleans, LA	70112
(Address of principal executive offices)	(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
8 1/4% Convertible Senior Notes due 2006	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x
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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-72760

Securities to be registered pursuant to Section 12(g) of the Act:
None

Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the 8 1/4% Convertible Senior Notes due 2006, and Class B Common Stock, par value $0.10 per share, of Freeport-McMoRan Copper & Gold Inc. ("FCX") into which such notes are convertible, are incorporated herein by reference to Amendment No. 2 to the Registration Statement on Form S-3, dated March 8, 2002, of FCX and FCX Investment Ltd.

Item 2. Exhibits.

Exhibit No.	Description
1	Amended and Restated Certificate of Incorporation of FCX. Incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of FCX for the quarter ended March 31, 2002.
2	Amended By-laws of FCX dated as of March 12, 1999. Incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K of FCX for the fiscal year ended December 31, 1998.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FREEPORT-McMoRan COPPER & GOLD INC.

By:/s/ Richard C. Adkerson
Richard C. Adkerson
President and Chief Financial Officer

Dated: May 15, 2002

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FCX INVESTMENT LTD.

By:/s/ Richard C. Adkerson
Richard C. Adkerson
President

Dated: May 15, 2002

EXHIBIT INDEX

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