

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 June 05, 2013

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)
 06/03/2013

____ Director
 ____ 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)
 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 | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|--|
| Options (Right to Buy) | \$ 26.06 | 06/03/2013 | A | 1,890 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2014 | Common Stock | 1,890 |
| Options (Right to Buy) | \$ 34.63 | 06/03/2013 | A | 1,890 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2015 | Common Stock | 1,890 |
| Options (Right to Buy) | \$ 31.67 | 06/03/2013 | A | 1,890 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2016 | Common Stock | 1,890 |
| Options (Right to Buy) | \$ 28.1 | 06/03/2013 | A | 1,890 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2017 | Common Stock | 1,890 |
| Options (Right to Buy) | \$ 59.12 | 06/03/2013 | A | 2,700 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2018 | Common Stock | 2,700 |
| Options (Right to Buy) | \$ 13.82 | 06/03/2013 | A | 2,700 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2019 | Common Stock | 2,700 |
| Options (Right to Buy) | \$ 17.56 | 06/03/2013 | A | 2,700 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2020 | Common Stock | 2,700 |
| Options (Right to Buy) | \$ 32.6 | 06/03/2013 | A | 5,400 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2021 | Common Stock | 5,400 |
| Options (Right to Buy) | \$ 16.34 | 06/03/2013 | A | 5,400 | | | | | 06/03/2013 ⁽¹⁾ | 06/01/2022 | Common Stock | 5,400 |

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

06/05/2013

__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) To the extent unvested, these options became fully vested and exercisable at the effective time of the merger described in Footnote 2.

Acquired pursuant to the Agreement and Plan of Merger by and among the Issuer, McMoRan Exploration Co. ("MMR") and a wholly owned subsidiary of the Issuer (the "Merger Agreement") in exchange for options to purchase MMR common stock.
- (2) Options to purchase shares of MMR common stock were converted into options to purchase shares of Issuer common stock, with the number of shares subject to the Issuer options equal to the number of shares subject to the corresponding MMR options multiplied by 0.5400, and rounded down to the nearest whole share. The exercise price of the Issuer options is equal to the exercise price of the corresponding MMR options, divided by 0.5400, and rounded up to the nearest whole cent.

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.