

JOHNSTON J BENNETT
 Form 4
 December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

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

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
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|---|--|--|---|--|--|---|
| 1. Name of Reporting Person* (Last) (First) (Middle) Johnston J. Bennett | | | 2. Issuer Name and Ticker or Trading Symbol Freeport-McMoRan Copper & Gold Inc. (FCX) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify below) | |
| 1455 Pennsylvania Avenue, N.W., Suite 200 (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____ | | 4. Statement for Month/Day/Year 08/01/02 | |
| Washington D.C. 20004 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) _____ | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 2A. Deemed Execution Date, if any | 3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |
| 5. Amount of Securities Acquired or Disposed of (Instr. 3, 4 and 5) | | | 6. Ownership Relationship (Instr. 3, 4 and 5) | 7. Nature of Indirect Beneficial Ownership | 8. | 9. |

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| | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 4) (Instr. 3 and 4) | (Instr. 4) |
|----------------------|--------------------------|--------------------------|------|--------|------------------|-------|--|------------|
| Class B Common Stock | | | | | | | 7000 | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

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| FORM 4 (continued) | | 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. 3) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5) |
| | | | | | Code | V | (A) | (D) | | | |

| | | | | | | | | | | of Shares | | |
|--|----------|----------|--|---|---|--------|-------------------------|----------|----------------------------|--------------|------|--------|
| Options ⁽²⁾ (right to buy) | \$15.195 | 08/01/02 | | A | V | 10,000 | 08/01/03 ⁽³⁾ | 08/01/12 | Class B Common Stock | 10,000 | None | 10,000 |
| Stock Appreciation Rights | \$15.195 | 08/01/02 | | A | V | 6,556 | 08/01/03 ⁽³⁾ | 08/01/12 | Class B Common Stock | 6,556 | None | 6,556 |
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Explanation of Responses:

- 1. Formerly Reported as Class A Common Stock. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock.
- 2. Options with rights to "Option Cancellation Gain" Payments
- 3. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

| | | |
|--|---|---|
| <p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> | <p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of J. Bennett Johnston</p> | <p>12/02/02 Date</p> |
|--|---|---|

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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