### PHELPS DODGE CORP

Form 4 April 13, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DUNHAM ARCHIE W** 

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

PHELPS DODGE CORP [PD]

3. Date of Earliest Transaction

(Month/Day/Year) 02/09/2004

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

C/O PHELPS DODGE CORPORATION, ONE NORTH

**CENTRAL AVENUE** 

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHOENIX, AZ 85004

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

3. (Month/Day/Year) Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 1. Title of 5. Number of 7. Title and Amount of 8. Pr (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Conversion

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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)		Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units (1)	(2)	02/09/2004		A(1)	12.74	(3)	(3)	Common Shares	12.74	\$ 78
Deferred Share Units (1)	<u>(2)</u>	02/25/2004		A <u>(1)</u>	11.94	(3)	(3)	Common Shares	11.94	\$ 8
Deferred Share Units (1)	<u>(2)</u>	03/03/2004		A <u>(1)</u>	134.3	(3)	<u>(3)</u>	Common Shares	134.3	\$8
Deferred Share Units (1)	(2)	06/01/2004		A <u>(1)</u>	182.12	<u>(3)</u>	<u>(3)</u>	Common Shares	182.12	\$ 68
Deferred Share Units (1)	(2)	06/02/2004		A <u>(1)</u>	14.91	<u>(3)</u>	<u>(3)</u>	Common Shares	14.91	\$ 6
Deferred Share Units (1)	(2)	08/31/2004		A <u>(1)</u>	36.71	(3)	<u>(3)</u>	Common Shares	36.71	\$8
Deferred Share Units (1)	(2)	09/01/2004		A <u>(1)</u>	258.52	(3)	<u>(3)</u>	Common Shres	258.52	\$8
Deferred Share Units (1)	<u>(2)</u>	10/01/2004		A <u>(1)</u>	16.14	(3)	<u>(3)</u>	Common Shares	16.14	\$ 92
Deferred Share Units (1)	<u>(2)</u>	10/05/2004		A <u>(1)</u>	16.14	(3)	(3)	Common Shares	16.14	\$ 92
Deferred Share Units (1)	<u>(2)</u>	10/06/2004		A <u>(1)</u>	31.73	(3)	<u>(3)</u>	Common Shares	31.73	\$ 9
Deferred Share Units (1)	(2)	10/22/2004		A <u>(1)</u>	17.55	(3)	<u>(3)</u>	Common Shares	17.55	\$ 83
Deferred Share Units (1)	(2)	11/30/2004		A <u>(1)</u>	15.26	(3)	(3)	Common Shares	15.26	\$ 98

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Deferred Share Units (1)	<u>(2)</u>	12/01/2004	A(1)	220.74	(3)	(3)	Common Shares	220.74	\$ 9
Deferred Share Units (1)	<u>(2)</u>	12/10/2004	A <u>(1)</u>	16.58	(3)	(3)	Common Shares	16.58	\$ 9
Deferred Share Units (1)	(2)	12/17/2004	A <u>(1)</u>	15.56	(3)	(3)	Common Shares	15.56	\$ 9
Deferred Share Units (1)	<u>(2)</u>	12/31/2004	A <u>(1)</u>	15.13	(3)	(3)	Common Shares	15.13	\$ 99

## **Reporting Owners**

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

## **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). Share numbers and prices do not reflect two-for-one stock split effected on March 13, 2006.
- (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 are exercisable by the reporting person at any time.
- (4) Includes allocation of dividends under the Deferred Compensation Plan for the Directors of Phelps Dodge Corporation.

#### **Remarks:**

For each transaction reported herein, the responses to Items 5 and 9, "Number of Derivative Securities," Item 7, "Title and An 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.

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