

FREEPORT MCMORAN COPPER & GOLD INC
 Form 4
 April 02, 2014

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 *
 FLORES JAMES C

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)
 700 MILAM, SUITE 3100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/31/2014		M	42,906 A \$ 4.387,989	4,387,989	D	
Common Stock	03/31/2014		D	42,906 D \$ 32.132	4,345,083 (2)	D	
Common Stock					301 (3)	I	By 401(k) plan
Common Stock					1,050,458	I	Flores Family Limited Partnership
Common Stock					17,350	I	OLF Partnership,

Common Stock	1,350,000	I	L.P. Flores No. 2 Family Limited Partnership
Common Stock	1,386,041	I	By Sable Management, L.P.

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units (cash-settled)	<u>(1)</u>	03/31/2014		M	42,906	<u>(4)</u>	<u>(4)</u>	Common Stock	42,906

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORES JAMES C 700 MILAM SUITE 3100 HOUSTON, TX 77002	X		Vice Chairman of the Board	

Signatures

Kelly C. Simoneaux, on behalf of James C. Flores, pursuant to a power of attorney

04/02/2014

**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) Represents the vesting of cash-settled restricted stock units, the value of which is equivalent to the average trading price of FCX common stock for the five trading days prior to vesting.
- (2) Includes 99,756 stock-settled restricted stock units.
- (3) Based on plan statement as of December 31, 2013.
- (4) Of the remaining 85,812 cash-settled restricted stock units, 50% will vest on each of March 31, 2015 and March 31, 2016.

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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