

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-11**
SEC Accession No. **0000906280-04-000345**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

JOHNSTON J BENNETT

CIK: **1194922**

Type: **4** | Act: **34** | File No.: **001-11307-01** | Film No.: **04970787**

Business Address
*JOHNSTON & ASSOCIATES
2099 PENNSYLVANIA
AVENUE NW STE 1000
WASHINGTON DC 20006*

ISSUER

FREEMPORT MCMORAN COPPER & GOLD INC

CIK: **831259** | IRS No.: **742480931** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1000** Metal mining

Business Address
*1615 POYDRAS ST
NEW ORLEANS LA 70112
5045824000*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

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

1. Name and Address of Reporting Person JOHNSTON J BENNETT			2. Issuer Name and Ticker or Trading Symbol FREEMPORT MCMORAN COPPER & GOLD INC [FCX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2004			6. 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		
1455 PENNSYLVANIA AVE., N.W., SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WASHINGTON, DC 20004								
(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			
Class B Common Stock	08/11/2004		M		2,500	A	\$9.0938	50,505 ⁽¹⁾	D	
Class B Common Stock	08/11/2004		M		2,500	A	\$11.165	53,005 ⁽¹⁾	D	
Class B Common Stock	08/11/2004		M		2,500	A	\$15.195	55,505 ⁽¹⁾	D	
Class B Common Stock	08/11/2004		M		2,500	A	\$26.975	58,005 ⁽¹⁾	D	
Class B Common Stock	08/11/2004		S		10,000	D	\$32.25	48,005 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Options (right to buy) ⁽²⁾	\$9.0938	08/11/2004		M		2,500		08/01/2001 ⁽³⁾	08/01/2010	Class B Common Stock	2,500	\$ 0	0	D	

Options (right to buy) ⁽²⁾	\$11.165	08/11/2004		<u>M</u>			2,500	08/01/2002 ⁽³⁾	08/01/2011	Class B Common Stock	2,500	\$ 0	2,500	D
Options (right to buy) ⁽²⁾	\$15.195	08/11/2004		<u>M</u>			2,500	08/01/2003 ⁽³⁾	08/01/2012	Class B Common Stock	2,500	\$ 0	5,000	D
Options (right to buy) ⁽²⁾	\$26.975	08/11/2004		<u>M</u>			2,500	08/01/2004 ⁽³⁾	08/01/2013	Class B Common Stock	2,500	\$ 0	7,500	D

Explanation of Responses:

1. Includes 2,000 Class B Common Stock Restricted Stock Units.
2. Options with rights to "Option Cancellation Gain" Payments.
3. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

Signatures

Kelly C. Simoneaux on behalf of J. Bennett Johnston, pursuant to a power of attorney

** Signature of Reporting Person

08/12/2004

Date

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.