

SNIDER TIMOTHY R  
Form 4  
October 07, 2004

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
SNIDER TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol  
PHELPS DODGE CORP [PD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/05/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President and COO

PHOENIX, AZ 85004

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 or Price		
COMMON SHARES <sup>(1)</sup>	10/05/2004		M		322 A \$ 83.5	59,999	D
COMMON SHARES <sup>(2)</sup>	10/05/2004		S		322 D \$ 92.5938	59,677	D
COMMON SHARES <sup>(1)</sup>	10/05/2004		M		1,738 A \$ 81.4688	61,415	D
COMMON SHARES <sup>(2)</sup>	10/05/2004		S		1,738 D \$ 92.5938	59,677	D

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 (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 Security (Instr. 3 and 4)
Employee Stock Options/Rights to Purchase <sup>(1)</sup>	\$ 83.5	10/05/2004		M	322	11/28/1997 12/07/2004	COMMON SHARES
Employee Stock Options/Rights to Purchase <sup>(1)</sup>	\$ 81.4688	10/05/2004		M	1,738	02/28/1998 12/07/2004	COMMON SHARES

## Reporting Owners

### Reporting Owner Name / Address

SNIDER TIMOTHY R  
C/O PHELPS DODGE CORPORATION  
ONE NORTH CENTRAL AVENUE  
PHOENIX, AZ 85004

### Relationships

Director 10% Owner Officer Other

President and COO

## Signatures

/ s / J. Dale Brunk, Attorney-in-fact for Timothy R. Snider

10/07/2004

\*\*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)

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EXERCISE OF STOCK OPTIONS PURSUANT TO THE PHELPS DODGE 1993 STOCK OPTION AND RESTRICTED STOCK PLAN.

(2) THE SALE REPORTED ON THIS FORM 4 WAS EFFECTED PURSUANT TO A RULE 10b5-1(c) TRADING PLAN.

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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