

PHELPS DODGE CORP  
 Form 4  
 April 13, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 DUNHAM ARCHIE W

(Last) (First) (Middle)

C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/23/2002

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 (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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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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 (Instr				
			Code	V	(A)	(D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Deferred Share Units <u>(1)</u>	<u>(2)</u>	08/23/2002 <sup>(3)</sup>	A <sup>(1)</sup>		812.85		<u>(4)</u>	<u>(4)</u>	Common Shares	812.85	
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/03/2002	A <sup>(1)</sup>		64.79		<u>(4)</u>	<u>(4)</u>	Common Shares	64.79	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/04/2002	A <sup>(1)</sup>		406.99		<u>(4)</u>	<u>(4)</u>	Common Shares	406.99	\$ 2
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/29/2002	A <sup>(1)</sup>		32.76		<u>(4)</u>	<u>(4)</u>	Common Shares	32.76	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	11/11/2002	A <sup>(1)</sup>		31.46		<u>(4)</u>	<u>(4)</u>	Common Shares	31.46	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	12/03/2002	A <sup>(1)</sup>		63.5		<u>(4)</u>	<u>(4)</u>	Common Shares	63.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	12/04/2002	A <sup>(1)</sup>		357.02		<u>(4)</u>	<u>(4)</u>	Common Shares	357.02	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	01/27/2003	A <sup>(1)</sup>		29.56		<u>(4)</u>	<u>(4)</u>	Common Shares	29.56	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/03/2003	A <sup>(1)</sup>		28.65		<u>(4)</u>	<u>(4)</u>	Common Shares	28.65	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/04/2003	A <sup>(1)</sup>		28.36		<u>(4)</u>	<u>(4)</u>	Common Shares	28.36	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/05/2003	A <sup>(1)</sup>		28.27		<u>(4)</u>	<u>(4)</u>	Common Shares	28.27	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/25/2003	A <sup>(1)</sup>		28.46		<u>(4)</u>	<u>(4)</u>	Common Shares	28.46	\$ 3

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Deferred Share Units <u>(1)</u>	<u>(2)</u>	03/05/2003	A <u>(1)</u>	365.98	<u>(4)</u>	<u>(4)</u>	Common Shares	365.98	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/04/2003	A <u>(1)</u>	30.77	<u>(4)</u>	<u>(4)</u>	Common Shares	30.77	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/08/2003	A <u>(1)</u>	30.5	<u>(4)</u>	<u>(4)</u>	Common Shares	30.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/11/2003	A <u>(1)</u>	30.46	<u>(4)</u>	<u>(4)</u>	Common Shares	30.46	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/25/2003	A <u>(1)</u>	31.5	<u>(4)</u>	<u>(4)</u>	Common Shares	31.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/27/2003	A <u>(1)</u>	31.5	<u>(4)</u>	<u>(4)</u>	Common Shares	31.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	05/28/2003	A <u>(1)</u>	28.02	<u>(4)</u>	<u>(4)</u>	Common Shares	28.02	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	06/04/2003	A <u>(1)</u>	361.3	<u>(4)</u>	<u>(4)</u>	Common Shares	361.3	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	07/17/2003	A <u>(1)</u>	25.96	<u>(4)</u>	<u>(4)</u>	Common Shares	25.96	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/02/2003	A <u>(1)</u>	41.81	<u>(4)</u>	<u>(4)</u>	Common Shares	41.81	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/03/2003	A <u>(1)</u>	256.41	<u>(4)</u>	<u>(4)</u>	Common Shares	256.41	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/01/2003	A <u>(1)</u>	41.85	<u>(4)</u>	<u>(4)</u>	Common Shares	41.85	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/20/2003	A <u>(1)</u>	17.62	<u>(4)</u>	<u>(4)</u>	Common Shares	17.62	\$ 5
Deferred Share Units <u>(1)</u>	<u>(2)</u>	11/17/2003	A <u>(1)</u>	16.61	<u>(4)</u>	<u>(4)</u>	Common Shares	16.61	\$ 6
Deferred Share	<u>(2)</u>	12/02/2003	A <u>(1)</u>	15.28	<u>(4)</u>	<u>(4)</u>	Common Shares	15.28	\$ 6

