

WHARTON J TAYLOR
Form 4
June 21, 2012

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 *
WHARTON J TAYLOR

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)
1001 FANNIN ST., SUITE 777
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2012

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

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					840	I	By IRA for Self
Common Stock					53,874	I	By Spouse
Common Stock					320	I	By IRA for Spouse
Common Stock					5,778	I	As Custodian for Daughter
					4,400	I	

Common Stock								As Custodian of Daughter
Common Stock	06/19/2012	M	5,000	A	\$ 7.5975	58,256	D	
Common Stock	06/19/2012	M	3,278	A	\$ 7.5975	61,534	D	
Common Stock <u>(2)</u>	06/19/2012	D	3,278	D	\$ 35.45	58,256	D	

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 Security (Instr. 3 and 4)
Options (Right to Buy)	\$ 7.5975	06/19/2012		M	5,000	08/01/2003 ⁽¹⁾ 08/01/2012	Common Stock 5,000
Stock Appreciation Rights	\$ 7.5975	06/19/2012		M	3,278	08/01/2003 08/01/2012	Common Stock 3,278

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHARTON J TAYLOR 1001 FANNIN ST., SUITE 777 HOUSTON, TX 77002				Advisory Director

Signatures

Kelly C. Simoneaux, on behalf of J. Taylor Wharton, pursuant to a power of attorney

06/21/2012

__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) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.

(2) Amount beneficially owned following the reported transactions includes 19,000 Common Stock Restricted Stock Units.

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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