

JOHNSTON J BENNETT
Form 4
October 31, 2007

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 *
JOHNSTON J BENNETT

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

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

2099 PENNSYLVANIA AVE.,
N.W., SUITE 850

(Street)

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

WASHINGTON, DC 20006

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 10/29/2007 | | M | | | 2,500 | A | \$ 11.165 | 72,038 | D | |
| Common Stock | 10/29/2007 | | M | | | 5,000 | A | \$ 15.195 | 77,038 | D | |
| Common Stock | 10/29/2007 | | M | | | 6,556 | A | \$ 15.195 | 83,594 | D | |
| Common Stock | 10/29/2007 | | M | | | 6,556 | A | \$ 26.915 | 90,150 | D | |
| Common Stock | 10/29/2007 | | S | | | 100 | D | \$ 117.64 | 90,050 | D | |

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| | | | | | | | |
|-----------------------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.59 | 89,950 | D |
| Common Stock | 10/29/2007 | S | 1,100 | D | \$ 117.58 | 88,850 | D |
| Common Stock | 10/29/2007 | S | 500 | D | \$ 117.57 | 88,350 | D |
| Common Stock | 10/29/2007 | S | 1,100 | D | \$ 117.55 | 87,250 | D |
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.53 | 87,150 | D |
| Common Stock | 10/29/2007 | S | 800 | D | \$ 117.52 | 86,350 | D |
| Common Stock | 10/29/2007 | S | 500 | D | \$ 117.46 | 85,850 | D |
| Common Stock | 10/29/2007 | S | 300 | D | \$ 117.45 | 85,550 | D |
| Common Stock | 10/29/2007 | S | 200 | D | \$ 117.38 | 85,350 | D |
| Common Stock | 10/29/2007 | S | 442 | D | \$ 117.37 | 84,908 | D |
| Common Stock | 10/29/2007 | S | 200 | D | \$ 117.36 | 84,708 | D |
| Common Stock | 10/29/2007 | S | 500 | D | \$ 117.35 | 84,208 | D |
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.34 | 84,108 | D |
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.33 | 84,008 | D |
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.3 | 83,908 | D |
| Common Stock | 10/29/2007 | S | 100 | D | \$ 117.29 | 83,808 | D |
| Common Stock | 10/29/2007 | S | 1,158 | D | \$ 117.28 | 82,650 | D |
| Common Stock ⁽⁵⁾ | 10/29/2007 | D | 13,112 | D | \$ 117.86 | 69,538 | D |

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

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- (3) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (4) 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof.
- (5) Amount beneficially owned following the reported transactions includes 8,000 Common Stock Restricted Stock Units.

Remarks:

1 of 2 Forms 4 filed October 31, 2007 to report transactions occurring on October 29, 2007. See second Form 4 for the remain

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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