

GRAHAM H DEVON JR
Form 4
December 04, 2002

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
OMB
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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**

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* (Print or Type Responses) | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| Graham, Jr. H. Devon | | Freepor-McMoRan Copper & Gold Inc. (FCX) | | <input checked="" type="checkbox"/> Director Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify title below) | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| | | | | 08/01/02 | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 1900 West Loop South, Suite 1050 (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| Houston Texas 77027-3207 (City) (State) (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount (A) or Price (D) | 5. Acquisition or Disposition of Securities Beneficially Owned or Indirectly Reported Transaction(s) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
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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).

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 control number.

(Over)
SEC 1474
(9-02)

| FORM 4 (continued) | 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. 3, 34 and 5) | | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 34 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reporting Transaction (Instr. |
| | | | | Code | V | (A) | | (D) | Date Exercisable | Expiration Date | Title | | |
| Options ⁽¹⁾ (right to buy) | \$15.195 | 08/01/02 | | A | V | 10,000 | 08/01/03 ⁽²⁾ | 08/01/12 | Class B Common Stock | 10,000 | None | 10,000 | |
| Stock Appreciation Rights | \$15.195 | 08/01/02 | | A | V | 6,556 | 08/01/03 ⁽²⁾ | 08/01/12 | Class B Common Stock | 6,556 | None | 6,556 | |
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Explanation of Responses:

- 1. Options with rights to "Option Cancellation Gain" Payments
- 2. 25% exercisable on the date indicated and 25% exercisable on the next three anniversaries thereof

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| <p>**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See</p> <p>18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> | <p>/s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of H. Devon Graham, Jr.</p> | <p>12/02/02 Date</p> |
|---|---|--------------------------|

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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