

ADKERSON RICHARD C
Form 4
February 07, 2019

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 *
ADKERSON RICHARD C

2. Issuer Name and Ticker or Trading Symbol
FREEPORT-MCMORAN INC
[FCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 NORTH CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, President & CEO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/05/2019		A ⁽¹⁾	168,000 A \$ 0	2,067,279	D	
Common Stock	02/05/2019		A ⁽²⁾	64,000 A \$ 0	2,131,279	D	
Common Stock	02/05/2019		A ⁽³⁾	552,000 A \$ 0	2,683,279	D	
Common Stock	02/05/2019		F ⁽⁴⁾	257,716 D \$ 11.86	2,425,563 ⁽⁵⁾	D	
Common Stock					600,000	I	Through GRATs

Common Stock 20,330 I By IRA

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options (Right to Buy)	\$ 11.87	02/05/2019		A	395,000	02/05/2020 ⁽⁶⁾	02/05/2029	Common Stock	395,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADKERSON RICHARD C 333 NORTH CENTRAL AVENUE PHOENIX, AZ 85004	X		Vice Chairman, President & CEO	

Signatures

Kelly C. Simoneaux, on behalf of Richard C. Adkerson pursuant to a power of attorney 02/07/2019

**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) Represents a grant of time-vested Common Stock Restricted Stock Units.
- (2) Shares acquired through vesting of performance-based restricted stock units granted on February 7, 2017.
- (3) Shares acquired through vesting of performance share units (PSUs) granted on March 30, 2016.
- (4) Shares withheld to cover the taxes due upon the vesting of 64,000 performance-based restricted stock units and 552,000 PSUs.
- (5)

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Amount beneficially owned following the reported transactions includes 1,402,500 Common Stock Restricted Stock Units, 1,000,000 of which are vested but deferred.

- (6) 33.3% exercisable on the date indicated and on each of the next two anniversaries thereof.

Remarks:

In addition to the awards reported herein, on February 5, 2019, the Reporting Person also received a grant of PSUs, which will

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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