

GRAHAM H DEVON JR  
 Form 4  
 December 04, 2002

FORM 4

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
 OMB  
 Number: 3235-0287  
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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					
				Other (specify (give below) title below)					
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)					
(Last) (First) (Middle)		08/01/02		<input checked="" type="checkbox"/> Form filed by One Reporting Person					
1900 West Loop South, Suite 1050		5. If Amendment, Date of Original (Month/Day/Year)		<input type="checkbox"/> Form filed by More than One Reporting Person					
(Street)									
Houston Texas 77027-3207									
(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		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount (A) or Price (D)	6. Ownership of Securities Beneficially Owned or Followed (Instr. 3)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

									and 4)			

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. 3 and 4)
				Code	V	(A)		(D)	Date Exercisable	Expiration Date	Title		
Options <sup>(1)</sup> (right to buy)	\$15.195	08/01/02		A	V	10,000	08/01/03 <sup>(2)</sup>	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 <sup>(2)</sup>	08/01/12	Class B Common Stock	6,556	None	6,556	


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

<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>
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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.