

PHELPS DODGE CORP

Form 8-K

August 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported): August 13, 2002

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of
incorporation)

333-67606

(Commission File Number)

13-1808503

(I.R.S. Employer
Identification No.)

One North Central Avenue
Phoenix, Arizona 85004
(Address of principal executive offices)
(Zip Code)

(602) 366-8100
(Registrant's telephone number, including area code)

ITEM 7. EXHIBITS.

(c) Exhibits.

Exhibit 99.1 Certification of J. Steven Whisler, Chairman, President and Chief Executive Officer of Phelps Dodge Corporation (the Company), filed with the Securities and Exchange Commission pursuant to the Securities and Exchange Commission's Order of June 27, 2002 requiring the filing of sworn statements pursuant to section 21(a)(1) of the Securities Exchange Act of 1934 (the Order).

Exhibit 99.2
Certification of Ramiro
G. Peru, Senior Vice
President and Chief
Financial Officer of the
Company, filed with the
Securities and Exchange
Commission pursuant to
the

Order. Exhibit 99.3
Certification of J.
Steven Whisler,
Chairman, President and
Chief Executive Officer
of the Company, which
accompanied the
Company's Form 10-Q
for the quarterly period
ended June 30, 2002,
pursuant to 18 United
States Code section
1350, as enacted by
section 906 of the
Sarbanes-Oxley Act of
2002. Exhibit 99.4
Certification of Ramiro
G. Peru, Senior Vice
President and Chief
Financial Officer of the
Company, which
accompanied the
Company's Form 10-Q
for the quarterly period
ended June 30, 2002,
pursuant to 18 United
States Code section
1350, as enacted by
section 906 of the
Sarbanes-Oxley Act of
2002.

ITEM 9. REGULATION FD DISCLOSURE.

Attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference are the certifications of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, and Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, respectively, filed with the Securities and Exchange Commission pursuant to the Order.

Attached hereto as Exhibits 99.3 and 99.4 and incorporated by reference are the certifications of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, and Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, respectively, which accompanied the Company's Form 10-Q for the quarterly period ended June 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Phelps Dodge Corporation

(Registrant)

Date: August 13, 2002 By: /s/ Ramiro G.
Peru

Name:
Title: Ramiro G. Peru
Senior Vice President and
Chief Financial Officer

Exhibit Index

Exhibit Number	Description
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