

PHELPS DODGE CORP
 Form 4
 April 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
DUNHAM ARCHIE W

(Last) (First) (Middle)

C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PHELPS DODGE CORP [PD]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/23/2002

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 (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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr.				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units <u>(1)</u>	<u>(2)</u>	08/23/2002 ⁽³⁾	A ⁽¹⁾		812.85		<u>(4)</u>	<u>(4)</u>	Common Shares	812.85	
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/03/2002	A ⁽¹⁾		64.79		<u>(4)</u>	<u>(4)</u>	Common Shares	64.79	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/04/2002	A ⁽¹⁾		406.99		<u>(4)</u>	<u>(4)</u>	Common Shares	406.99	\$ 2
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/29/2002	A ⁽¹⁾		32.76		<u>(4)</u>	<u>(4)</u>	Common Shares	32.76	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	11/11/2002	A ⁽¹⁾		31.46		<u>(4)</u>	<u>(4)</u>	Common Shares	31.46	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	12/03/2002	A ⁽¹⁾		63.5		<u>(4)</u>	<u>(4)</u>	Common Shares	63.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	12/04/2002	A ⁽¹⁾		357.02		<u>(4)</u>	<u>(4)</u>	Common Shares	357.02	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	01/27/2003	A ⁽¹⁾		29.56		<u>(4)</u>	<u>(4)</u>	Common Shares	29.56	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/03/2003	A ⁽¹⁾		28.65		<u>(4)</u>	<u>(4)</u>	Common Shares	28.65	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/04/2003	A ⁽¹⁾		28.36		<u>(4)</u>	<u>(4)</u>	Common Shares	28.36	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/05/2003	A ⁽¹⁾		28.27		<u>(4)</u>	<u>(4)</u>	Common Shares	28.27	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	02/25/2003	A ⁽¹⁾		28.46		<u>(4)</u>	<u>(4)</u>	Common Shares	28.46	\$ 3

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Deferred Share Units <u>(1)</u>	<u>(2)</u>	03/05/2003	A <u>(1)</u>	365.98	<u>(4)</u>	<u>(4)</u>	Common Shares	365.98	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/04/2003	A <u>(1)</u>	30.77	<u>(4)</u>	<u>(4)</u>	Common Shares	30.77	\$
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/08/2003	A <u>(1)</u>	30.5	<u>(4)</u>	<u>(4)</u>	Common Shares	30.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/11/2003	A <u>(1)</u>	30.46	<u>(4)</u>	<u>(4)</u>	Common Shares	30.46	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/25/2003	A <u>(1)</u>	31.5	<u>(4)</u>	<u>(4)</u>	Common Shares	31.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	04/27/2003	A <u>(1)</u>	31.5	<u>(4)</u>	<u>(4)</u>	Common Shares	31.5	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	05/28/2003	A <u>(1)</u>	28.02	<u>(4)</u>	<u>(4)</u>	Common Shares	28.02	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	06/04/2003	A <u>(1)</u>	361.3	<u>(4)</u>	<u>(4)</u>	Common Shares	361.3	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	07/17/2003	A <u>(1)</u>	25.96	<u>(4)</u>	<u>(4)</u>	Common Shares	25.96	\$ 3
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/02/2003	A <u>(1)</u>	41.81	<u>(4)</u>	<u>(4)</u>	Common Shares	41.81	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	09/03/2003	A <u>(1)</u>	256.41	<u>(4)</u>	<u>(4)</u>	Common Shares	256.41	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/01/2003	A <u>(1)</u>	41.85	<u>(4)</u>	<u>(4)</u>	Common Shares	41.85	\$ 4
Deferred Share Units <u>(1)</u>	<u>(2)</u>	10/20/2003	A <u>(1)</u>	17.62	<u>(4)</u>	<u>(4)</u>	Common Shares	17.62	\$ 5
Deferred Share Units <u>(1)</u>	<u>(2)</u>	11/17/2003	A <u>(1)</u>	16.61	<u>(4)</u>	<u>(4)</u>	Common Shares	16.61	\$ 6
Deferred Share	<u>(2)</u>	12/02/2003	A <u>(1)</u>	15.28	<u>(4)</u>	<u>(4)</u>	Common Shares	15.28	\$ 6

