

FREEPORT-MCMORAN INC
Form 4
April 02, 2015

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 *
FLORES JAMES 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)
700 MILAM, SUITE 3100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman of the Board

HOUSTON, TX 77002

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/31/2015 | | M | | 42,906 A \$ 4,387,989 | D | |
| Common Stock | 03/31/2015 | | D | | 42,906 D \$ 19.19 4,345,083 | D | |
| Common Stock | 03/31/2015 | | F ⁽²⁾ | | 12,149 D \$ 19.38 4,332,934 | D | |
| Common Stock | | | | | 313 ⁽⁴⁾ | I | By 401(k) plan |
| Common Stock | | | | | 1,386,041 | I | By Sable Management, L.P. |

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| | | | |
|--------------|-----------|---|-----------------------------------------|
| Common Stock | 1,550,458 | I | Flores Family Limited Partnership |
| Common Stock | 1,350,000 | I | Flores No. 2 Family Limited Partnership |
| Common Stock | 17,350 | I | OLF Partnership L.P. |

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.

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(9-02)

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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (cash-settled) | <u>(1)</u> | 03/31/2015 | | M | 42,906 | <u>(5)</u> | <u>(5)</u> | Common Stock | 42,906 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLORES JAMES C 700 MILAM SUITE 3100 HOUSTON, TX 77002 | X | | Vice Chairman of the Board | |

Signatures

Kelly C. Simoneaux, on behalf of James C. Flores, pursuant to a power of attorney

04/02/2015

__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 the vesting of cash-settled restricted stock units, the value of which is equivalent to the average trading price of FCX common stock for the five trading days prior to vesting.
- (2) Shares withheld to cover taxes due upon vesting of 28,962 stock-settled restricted stock units.
- (3) Includes 70,794 stock-settled restricted stock units.
- (4) Based on plan statement as of December 31, 2014.
- (5) The remaining 42,906 cash-settled restricted stock units will vest on March 31, 2016.

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.