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SOUTHERN PERU COPPER CORP/  
Form 10-K/A  
July 12, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

2001 FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001      Commission File Number: 1-14066  
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SOUTHERN PERU COPPER CORPORATION  
-----

(Exact name of registrant as specified in its charter)

Delaware  
-----

13-3849074  
-----

(State or other jurisdiction of  
incorporation or organization)

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

2575 East Camelback Road, Phoenix, AZ. 85016  
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(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (602) 977-6500

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class<br>-----             | Name of each exchange<br>on which registered<br>----- |
|--|---|
| Common Stock, par value \$0.01 per share | New York Stock Exchange<br>Lima Stock Exchange        |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes       No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best knowledge of the registrant, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

As of February 28, 2002, there were of record 14,103,157 shares of Common Stock, par value \$0.01 per share, outstanding, and the aggregate market value of the shares of Common Stock (based upon the closing price on such date as reported on the New York Stock Exchange - Composite Transactions) of Southern Peru Copper Corporation held by nonaffiliates was approximately \$156 million. As of the

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above date, there were also 65,900,833 shares of Class A Common Stock, par value \$0.01 per share, outstanding. Class A Common Stock is convertible on a one-to-one basis into Common Stock.

PORTIONS OF THE FOLLOWING DOCUMENTS ARE INCORPORATED BY REFERENCE:

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Part IV: Exhibit index is on page B1 through B3.

Southern Peru Copper Corporation

FORM 10-K/A  
December 31, 2001

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| FORM 11-K     | B23-B36                 |

Southern Peru Copper Corporation and Subsidiaries

FORM 10-K/A  
December 31, 2001

The undersigned registrant hereby amends the 2001 Annual Report on Form 10-K as set forth in the pages attached hereto to add the information, financial statements and exhibits required by Form 11-K filed with respect to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries pursuant to Rule 15d-21.

The following item has been refiled to reflect such amendments:

Item 14. Exhibits, Financial Statements Schedules and Reports on Form 8-K.

The Exhibits Index has been amended and is refiled herewith to include as Exhibit 99 the report on Form 11-K relating to the Savings Plan for Salaried Employees of Southern Peru Copper Corporation and Participating Subsidiaries, which is filed herewith.

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

Southern Peru Copper Corporation

By /s/ Oscar Gonzalez Rocha  
-----  
Oscar Gonzalez Rocha  
President

Dated: July 9, 2002

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

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Southern Peru Copper Corporation  
Exhibit Index

| Sequential<br>Exhibit<br>Number<br>----- | Document Description<br>-----   | Page<br>Number<br>----- |
|--|---|-------------------------|
| 3.                                       | Certificate of Incorporation and By-Laws  |                         |
| 3.1                                      | Restated Certificate of Incorporation, filed December 29, 1995 (Filed as Exhibit 3.1 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)                   |                         |
| 3.2                                      | Certificate of Decrease, filed February 29, 1996 (Filed as Exhibit 3.2 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)                                 |                         |
| 3.3                                      | Certificate of Increase, filed February 29, 1996 (Filed as Exhibit 3.3 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)                                 |                         |
| 3.4                                      | Certificate of Decrease, filed March 24, 1997 (Filed as Exhibit 3.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference) |                         |

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- 3.5 Certificate of Increase, filed March 24, 1997 (Filed as Exhibit 3.5 to the Company's Quarterly Report for the quarter ended March 31, 1997 and incorporated herein by reference)
- 3.6 Certificate of Amendment of Restated Certificate of Incorporation, filed January 18, 2002.
- 3.7 By-Laws, as last amended on February 3, 1998 (Filed as Exhibit 3.6 to the Company's 1997 Annual Report on form 10-K and incorporated herein by reference)

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### Southern Peru Copper Corporation Exhibit Index

| Sequential<br>Exhibit<br>Number<br>----- | Document Description<br>-----  | Page<br>Number<br>----- |
|--|--|-------------------------|
| 10.                                      | Material Contracts   |                         |
| 10.1                                     | Form of Agreement Among Certain Stockholders of the Company (Filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, as amended by Amendments No. 1 and 2 thereto, File No 33-97790 (the "Form S-4"), and incorporated herein by reference) |                         |
| 10.2                                     | First Amendment to the Agreement Among Certain Stockholders of Southern Peru Cooper Corporation (Filed as an exhibit to the Company's Report on Form 10-Q for the third quarter of 2001 and incorporated herein by reference)                                  |                         |
| 10.3                                     | Tax Stability Agreement, dated August 8, 1994, between the Government of Peru and the Company regarding SX/EW facility (and English translation) (Filed as Exhibit 10.3 to the Company's Form S-4 and incorporated herein by reference)                        |                         |
| 10.4                                     | Incentive Compensation Plan of the Company (Filed as Exhibit 10.11 to the Company's Form S-4 and incorporated herein by reference)   |                         |
| 10.5                                     | Supplemental Retirement Plan of the Company, as amended and restated as of November 4, 1999 (Filed as Exhibit 10.4 to the Company's 1999 Annual Report on Form 10-K and incorporated herein by reference)  |                         |
| 10.6                                     | Stock Incentive Plan of the Company (Filed as an Exhibit to the Company's Registration Statement on Form S-8 dated March 25, 1996 (Registration No. 333-2736) and incorporated herein by reference)  |                         |
| 10.7                                     | Form of Directors Stock Award Plan of the Company (Filed as Exhibit 10.16 to the Company's Form S-4 and incorporated herein by reference)  |                         |
| 10.8                                     | Deferred Fee Plan for Directors, as amended and restated as of November 4, 1999 (Filed as Exhibit 10.7 to the Company's 1999 Annual Report on Form 10-K and incorporated herein by reference)  |                         |
| 10.9                                     | Form of Agreement Accepting Membership in the Plan, containing text of   |                         |

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Retirement Plan and Trust for Selected Employees (Filed as Exhibit 10.17 to the Company's Form S-4 and incorporated herein by reference)

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Southern Peru Copper Corporation  
Exhibit Index

| Sequential<br>Exhibit<br>Number<br>----- | Document Description<br>-----   | Page<br>Number<br>----- |
|--|---|-------------------------|
| 21.1                                     | Subsidiaries of the Company   |                         |
| 23.1                                     | Consent of Independent Accountants (Arthur Andersen, LLP)   |                         |
| 23.2                                     | Consent of Independent Accountants (PricewaterhouseCoopers, LLP)  |                         |
| 99.                                      | Report on Form 11-K relating to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries | B23-B36                 |
| 99.1                                     | Consent of Independent Accountants (Keegan, Linscott & Kenon, PC.)  |                         |
| 99.9                                     | Representation required by SEC release 33-8070  |                         |

Copies of exhibits may be acquired upon written request to the Treasurer and the payment of processing and mailing costs.

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