#### ALLISON ROBERT J JR

Form 4

January 05, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

& GOLD INC [FCX]

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OMB Number:

3235-0287 January 31,

2005

Expires:

Estimated average 0.5

**OMB APPROVAL** 

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

Symbol

1(b).

(Print or Type Responses)

ALLISON ROBERT J JR

1. Name and Address of Reporting Person \*

(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)						Director 10% Owner Officer (give title Other (specify below)				
1201 LAKE ROBBINS DRIVE			11/07/2008										
	(Street)		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
	nth/Day/Y	Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person							
THE WOO	7380							Form filed by More than One Reporting Person					
(City)	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)	Execution any (Month/Da	Date, if	Date, if Transaction(A Code (I V/Year) (Instr. 8)		(Instr. 3, 4	sposed and : (A) or	l of (D) 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)		
Common Stock (1)				Code	V	Amount	(D)	Price	29,622	I	Through GRAT		
Common Stock									29,622	I	Indirectly by Spouse, through GRAT		
Common Stock (2)	11/07/2008			G	V	10,000	D	\$ 0	0	I	Through Family Trust		
Common Stock (3)	01/01/2009			A		946	A	\$ 24.44	11,341	D			

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	FD1 - 1	or	
						Exercisable	Date		Number	
				~					of	
				Code V	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLISON ROBERT J JR 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380

### **Signatures**

Kelly C. Simoneaux on behalf of Robert J. Allison, Jr., pursuant to a power of attorney

01/05/2009

\*\*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) Includes 10,000 shares previously reported as indirectly held through a family trust which were transferred to a GRAT on 11/7/08.
- (2) Represents a gift to Mr. Allison's spouse of shares that were formerly held by the community through a family trust, which shares were subsequently contributed to a GRAT by Mr. Allison's spouse.
- (3) Amount beneficially owned following the reported transactions includes 8,500 Common Stock Restricted Stock Units.

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.

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