

MACHRIBIE ADRIANTO
 Form 4
 December 04, 2002

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

Director
 10% Owner
 Officer (specify title below)
President Director of PT Freeport Indonesia,
a subsidiary of the Issuer

Machribie **Adrianto**

Freeport-McMoRan Copper & Gold Inc. (FCX)

(Last) (First)

(Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

1615 Poydras Street

(Street)

4. Statement for Month/Day/Year
 05/03/02
 7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

New Orleans **Louisiana** **70112**

(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/)	2A. Deemed Execution Date, if any (Month/Day/)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Value of Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)	6. Ownership or Control (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 5)

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Year) Year) Cod V Amount (A) Price (Instr. 4) (Instr. 4)
 or 3
 (D) and
 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4
 (continued)

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. 3 and 5)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	
Options ⁽¹⁾ (right to buy)	\$13.95	05/03/02		J ⁽²⁾ V	85,000	01/29/03 ⁽³⁾ 01/29/12	Class A Common Stock	85,000	None	0
Options ⁽¹⁾ (right to buy)	\$13.9734	05/03/02		J ⁽²⁾ V	84,857	01/29/03 ⁽³⁾ 01/29/12	Class B Common	84,857	None	84,857

buy)

Stock

Explanation of Responses:

- 1. Options with limited stock appreciation rights
- 2. Effective May 3, 2002, the Company converted all shares of Class A Common Stock to shares of Class B Common Stock (the "Reclassification"). Pursuant to the Reclassification, and in order to maintain the intrinsic value of the options that were being converted, the Company adjusted the options by reducing the number of outstanding options and increasing the exercise price.
- 3. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

	/s/ Margaret F. Murphy	12/02/02
**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.	**Signature of Reporting Person	Date
See	Margaret F. Murphy, on behalf of	

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Adrianto Machribie

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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