

FREEPORT MCMORAN COPPER & GOLD INC

Form 8-K

November 01, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2006

FREEPORT-McMoRan COPPER & GOLD INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-9916
(Commission File
Number)

74-2480931
(IRS Employer
Identification
Number)

1615 Poydras Street
New Orleans, Louisiana
(Address of principal executive offices)

70112
(Zip Code)

Registrant's telephone number, including area code: (504) 582-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 31, 2006, the Board of Directors of Freeport-McMoRan Copper & Gold Inc. (FCX) elected Richard C. Adkerson to serve as a director. Mr. Adkerson has served as the President and Chief Executive Officer of FCX since 2003. Mr. Adkerson receives compensation from FCX and has an employment agreement and change of control agreement with FCX as disclosed in FCX's most recent proxy statement filed with the Securities and Exchange

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Commission on March 22, 2006. There is no arrangement or understanding between Mr. Adkerson and any other person pursuant to which Mr. Adkerson was elected as a director. There are no transactions in which Mr. Adkerson has an interest requiring disclosure under Item 404(a) of Regulation S-K. The FCX Board now consists of thirteen directors, seven of whom are independent as defined under the New York Stock Exchange director independence standards.

On October 31, 2006, the Board of Directors also appointed Stephen H. Siegle to both the Audit Committee and the Public Policy Committee. Mr. Siegle was elected to the FCX Board on August 1, 2006.

FCX issued a press release announcing Mr. Adkerson's election as a director, a copy of which is attached as Exhibit 99.1.

Item 8.01. Other Events.

FCX also announced today that its Board of Directors has authorized a supplemental common stock dividend of \$1.50 per share to be paid on December 29, 2006 to shareholders of record as of December 14, 2006 (see Exhibit 99.2).

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

The Exhibits included as part of this Current Report are listed in the attached Exhibit Index.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREEPORT-McMoRan COPPER & GOLD INC.

By: /s/ C. Donald Whitmire, Jr.

C. Donald Whitmire, Jr.
Vice President and Controller -
Financial Reporting
(authorized signatory and
Principal Accounting Officer)

Date: November 1, 2006

Freeport-McMoRan Copper & Gold Inc.
Exhibit Index

Exhibit
Number

- 99.1 Press Release dated October 31, 2006, titled "Freeport-McMoRan Copper & Gold Inc. Announces Election of Richard C. Adkerson to its Board of Directors."
- 99.2 Press Release dated October 31, 2006, titled "Freeport-McMoRan Copper & Gold Inc. Announces \$1.50 per Share Supplemental Common Stock Dividend."
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