

PHELPS DODGE CORP  
Form 15-12B  
April 13, 2007

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-00082

**PHELPS DODGE CORPORATION**

(Exact name of registrant as specified in its charter)

One North Central Avenue  
Phoenix, Arizona 85004-4414  
(602) 366-8100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$6.25 par value per share

Rights to Purchase Series A Junior Participating Preferred Stock, \$1.00 par value per share

7.375% Notes due 2007

8.75% Notes due 2011

9.50% Notes due 2031

6.125% Notes due 2034

7.125% Debentures due 2027

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)

Rule 12g-4(a)(1)(ii)

Rule 12g-4(a)(2)(i)

Rule 12g-4(a)(2)(ii)

Rule 15d-6

Rule 12h-3(b)(1)(i)

Rule 12h-3(b)(1)(ii)

Rule 12h-3(b)(2)(i)

Rule 12h-3(b)(2)(ii)

Approximate number of holders of record as of the certification or notice date: One

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Pursuant to the requirements of the Securities Exchange Act of 1934 Phelps Dodge Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Phelps Dodge Corporation

Date: April 13, 2007

By: /s/ S. David Colton

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Name: S. David Colton

Title: Senior Vice President & General Counsel

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