

FREEPORT MCMORAN COPPER & GOLD INC
Form 424B3
July 26, 2004

Filed pursuant to Rule 424(b)(3)

Registration No. 333-114430

Prospectus Supplement No. 2 to Prospectus

Freeport-McMoRan Copper & Gold Inc.

1,100,000 Shares

5½% Convertible Perpetual Preferred Stock and the
Class B Common Stock Issuable Upon Conversion of the
5½% Convertible Perpetual Preferred Stock

This prospectus supplement relates to the resale by the selling securityholders listed below of 5½% Convertible Perpetual Preferred Stock of Freeport-McMoRan Copper & Gold Inc., and the shares of class B common stock of Freeport-McMoRan Copper & Gold Inc. issuable upon the conversion of the stock. You should read this prospectus supplement together with the prospectus dated May 3, 2004, and the prospectus supplement No. 1 dated June 4, 2004, which are to be delivered with this prospectus supplement.

The table below (1) sets forth additional and updated information with respect to the number of shares of the preferred stock owned by each selling securityholder, and the shares of common stock into which such stock is convertible, that may be offered under the prospectus by the selling securityholders, and (2) supplements and, to the extent inconsistent with, amends the table appearing in the section entitled "Selling Securityholders" beginning on page 35 of the

prospectus. To the extent a selling securityholder is listed both in the table below and in the table appearing in the prospectus, the information set forth below regarding that selling securityholder supercedes the information set forth in the prospectus.

The number of shares of our class B common stock shown in the table below assumes conversion of all of the shares of the preferred stock held by such holder at the initial conversion rate of 18.8019 shares of common stock per share of the preferred stock. This conversion rate is subject to certain adjustments as described under "Description of the Preferred Stock - Conversion Rights" in the prospectus. Accordingly, the shares of class B common stock issuable upon conversion of the preferred stock may increase or decrease from time to time. Under the terms of the certificate of designations, fractional shares will not be issued upon conversion of the preferred stock. Cash will be paid in lieu of fractional shares, if any. As of June 30, 2004, we had 173,770,485 shares of our class B common stock outstanding.

The information in the table below is based on information provided by or on behalf of the selling securityholders.

The selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their stock or class B common stock since the date on which they provided the information regarding their stock or class B common stock in transactions exempt from the registration requirements of the Securities Act of 1933.

Because the selling securityholders may offer all or some portion of the preferred stock or the class B common stock to be offered by them, we cannot estimate the amount of any sales.

| Name | Number of Shares of Preferred Stock Beneficially Owned That May Be Sold | Percentage of Preferred Stock Outstanding* | Number of Shares of Underlying Common Stock That May Be Sold |
|--|---|--|---|
| Akela Capital Master Fund, Ltd. | 13,000 | 1.18% | 244,424 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 7,090 | ** | 133,305 |
| Argent Classic Convertible Arbitrage Fund II, L. P. | 420 | ** | 7,896 |
| Argent Classic Convertible Arbitrage Fund L. P. | 1,820 | ** | 34,219 |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 130 | ** | 2,444 |
| Argent LowLev Convertible Arbitrage Fund LLC | 870 | ** | 16,357 |
| Argent LowLev Convertible Arbitrage Fund Ltd. | 4,710 | ** | 88,556 |
| Bancroft Convertible Fund, Inc. | 1,500 | ** | 28,202 |
| BankAmerica Pension Plan | 2,500 | ** | 47,004 |
| Barclays Global Investors Limited | 1,000 | ** | 18,801 |
| Barnet Partners, Ltd. | 1,500 | ** | 28,202 |
| BMO Nesbitt Burns Inc. | 2,000 | ** | 37,603 |
| BP Amoco PLC Master Trust | 827 | ** | 15,549 |
| Century Park Trust | 1,000 | ** | 18,801 |
| Chrysler Corporation Master Retirement Trust | 11,500 | 1.05% | 216,221 |
| Class C Trading Company, Ltd. | 420 | ** | 7,896 |
| CODA CAPITAL MANAGEMENT, LLC | 810 | ** | 15,229 |
| CODA/KHPE CONVERTIBLE PORTFOLIO | 360 | ** | 6,768 |
| CQS Convertible and Quantitative Strategies Master Fund Limited | | | |

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| | | | |
|---|--------|-------|-----------|
| | 62,000 | 5.64% | 1,165,717 |
| Credit Suisse First Boston Europe LTD | 140 | ** | 2,632 |
| Custom Investments PCC, Ltd. | 100 | ** | 1,880 |
| DeepRock & Co | 1,000 | ** | 18,801 |
| Dodeca Fund, L.P. | 665 | ** | 12,503 |
| DuckBill & Co | 1,000 | ** | 18,801 |
| Ellsworth Convertible Growth and Income Fund, Inc. | | | |
| | 1,500 | ** | 28,202 |
| F.M. Kirby Foundation, Inc. | 2,200 | ** | 41,364 |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund | | | |
| | 34,500 | 3.14% | 648,665 |
| Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund | | | |
| | 1,050 | ** | 19,741 |
| GARTMORE CONVERTIBLE FUND | 780 | ** | 14,665 |
| General Motors Welfare Benefit Trust | 1,000 | ** | 18,801 |
| GMAM Group Pension Trust | 1,000 | ** | 18,801 |
| Grace Convertible Arbitrage Fund, LTD | 6,000 | ** | 112,811 |
| HFR CA Global Select Master Trust Account | 170 | ** | 3,196 |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | | | |
| | 216 | ** | 4,061 |
| Inflective Convertible Opportunity Fund I, L.P. | 35 | ** | 658 |
| International Truck & Engine Corporation Non-Contributory Retirement Plan Trust | | | |
| | 1,600 | ** | 30,083 |
| International Truck & Engine Corporation Retiree Health Benefit Trust | | | |
| | 600 | ** | 11,281 |
| International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust | | | |
| | 1,500 | ** | 28,202 |
| JMG Capital Partners, L.P. | 15,250 | 1.39% | 286,728 |
| JMG Triton Offshore Fund, LTD. | 15,250 | 1.39% | 286,728 |
| John Deere Pension Trust | 1,000 | ** | 18,801 |
| JP Morgan Securities Inc. | 9,000 | ** | 169,217 |
| LW PAXSON CONV CRUT | 100 | ** | 1,880 |
| Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent | | | |
| | 830 | ** | 15,605 |
| Microsoft Corporation | 3,100 | ** | 58,285 |

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| | | | |
|--|--------|-------|---------|
| Motion Picture Industry Health Plan - Active Member Fund | 600 | ** | 11,281 |
| Motion Picture Industry Health Plan - Retiree Member Fund | | | |
| | 500 | ** | 9,400 |
| National Bank of Canada c/o Putnam Lovell NBF Securities Inc. | | | |
| | 2,000 | ** | 37,603 |
| Newport Alternative Income Fund | 925 | ** | 17,391 |
| OCM Convertible Trust | 6,000 | ** | 112,811 |
| OCM Global Convertible Securities Fund | 500 | ** | 9,400 |
| Pacific Funds - Putnam Equity Income Fund | 7 | ** | 131 |
| Pacific Life Insurance Company - Pacific Select Fund Equity Income Portfolio | | | |
| | 90 | ** | 1,692 |
| Peoples Benefit Life Insurance Company TEAMSTERS | | | |
| | 1,500 | ** | 28,202 |
| Putnam Convertible Income-Growth Trust | 7,985 | ** | 150,133 |
| Putnam Equity Income Fund | 1,360 | ** | 25,570 |
| Putnam High Income Bond Fund | 1,360 | ** | 25,570 |
| Putnam High Income Opportunities Trust | 850 | ** | 15,981 |
| Putnam Variable Trust - Putnam VT Equity Income Fund | | | |
| | 43 | ** | 808 |
| Qwest Occupational Health Trust | 500 | ** | 9,400 |
| RBC Alternative Assets - Conv Arb | 250 | ** | 4,700 |
| Retail Clerks Pension Trust | 1,000 | ** | 18,801 |
| Retail Clerks Pension Trust #2 | 1,000 | ** | 18,801 |
| Richard Mueller | 60 | ** | 1,128 |
| Salomon Brothers Asset Management, Inc. | 20,000 | 1.82% | 376,038 |
| Silver Convertible Arbitrage Fund, LDC | 400 | ** | 7,520 |
| Silvercreek II Limited | 2,495 | ** | 46,910 |
| Silvercreek Limited Partnership | 4,080 | ** | 76,711 |
| SSI Blended Market Neutral L.P. | 429 | ** | 8,066 |
| SSI Hedged Convertible Market Neutral L.P. | 569 | ** | 10,698 |
| St. Albans Partners Ltd. | 2,250 | ** | 42,304 |
| State Employees' Retirement Fund of the State of Delaware | | | |
| | 3,500 | ** | 65,806 |
| Teachers Insurance and Annuity Association of America | | | |
| | 12,000 | 1.09% | 225,622 |

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|---|---------|--------|-----------|
| The St. Paul Travelers Companies, Inc. - Commercial Lines | 600 | ** | 11,281 |
| The St. Paul Travelers Companies, Inc. - Personal Lines | | | |
| | 400 | ** | 7,520 |
| UBS AG London | 23,000 | 2.09% | 432,443 |
| UBS Securities LLC | 250 | ** | 4,700 |
| Univest Multi-Strategy - Conv Arb | 150 | ** | 2,820 |
| UnumProvident Corporation | 1,100 | ** | 20,682 |
| Vanguard Convertible Securities Fund, Inc. | 36,200 | 3.29% | 680,628 |
| Viacom Inc. Pension Plan Master Trust | 23 | ** | 432 |
| Waterstone Market Neutral Fund L.P. | 3,500 | ** | 65,806 |
| Waterstone Market Neutral MAC 51, Ltd. | 3,400 | ** | 63,926 |
| Waterstone Market Neutral Offshore Fund, Ltd. | 26,600 | 2.42% | 500,130 |
| Whitebox Diversified Convertible Arbitrage Partners LP | | | |
| | 3,000 | ** | 56,405 |
| WPG Convertible Arbitrage Overseas Master Fund | 600 | ** | 11,281 |
| Xavex Convertible Arbitrage 10 Fund | 670 | ** | 12,597 |
| Xavex Convertible Arbitrage 2 Fund | 260 | ** | 4,888 |
| Yield Strategies Fund I, L.P. | 1,500 | ** | 28,202 |
| Yield Strategies Fund II, L.P. | 1,500 | ** | 28,202 |
| Zurich Institutional Benchmarks Master Fund Ltd. | 936 | ** | 17,598 |
| Total | 388,985 | 35.36% | 7,313,605 |

*

Based on 1,100,000 shares of the preferred stock outstanding.

**

Less than 1%.

Investing in the preferred stock involves significant risks that are described in the Risk Factors section beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is July 26, 2004.