

PHELPS DODGE CORP

Form 8-K

July 28, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported): July 28, 2005

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York

001-00082

13-1808503

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

One North Central Avenue
Phoenix, Arizona 85004-4414

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (602) 366-8100

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))

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 28, 2005, Phelps Dodge Corporation issued a press release announcing financial results for the three- and six-month periods ended June 30, 2005. A copy of this press release is furnished as Exhibit 99.1 to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit 99.1: Press release of Phelps Dodge Corporation dated July 28, 2005, announcing financial results for the three- and six-month periods ended June 30, 2005.

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SIGNATURES

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 thereunto duly authorized.

Phelps Dodge Corporation

(Registrant)

Date: July 28, 2005

By: /s/ Ramiro G. Peru

Name: Ramiro G. Peru

Title: Executive Vice President
and Chief Financial Officer

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Exhibit Number	Description
99.1	Press Release of Phelps Dodge Corporation dated July 28, 2005, announcing financial results for the three- and six-month periods ended June 30, 2005.