

PHELPS DODGE CORP

Form 8-K

November 13, 2002

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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): November 12, 2002

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York	333-67606	13-1808503
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
One North Central Avenue		
Phoenix, Arizona 85004		
(Address of principal executive offices)		
(Zip Code)		
(602) 366-8100		
(Registrant's telephone number, including area code)		

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ITEM 7. EXHIBITS.

(c) Exhibits.

Exhibit 99.1

Certification of
J. Steven
Whisler,
Chairman,
President and
Chief Executive
Officer of the
Company,
which
accompanied the
Company's
Form 10-Q for
the quarterly
period ended
September 30,
2002, pursuant
to 18 United
States Code
section 1350, as
enacted by
section 906 of
the
Sarbanes-Oxley
Act of

2002. Exhibit 99.2

Certification of
Ramiro G. Peru,
Senior Vice
President and
Chief Financial
Officer of the
Company,
which
accompanied the
Company's
Form 10-Q for
the quarterly
period ended
September 30,
2002, pursuant
to 18 United
States Code
section 1350, as
enacted by
section 906 of
the
Sarbanes-Oxley
Act of 2002.

ITEM 9. REGULATION FD DISCLOSURE.

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Attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference are the certifications of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, and Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, respectively, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.

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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: November 12, 2002

By: /s/ Ramiro G. Peru

Name: Ramiro G. Peru

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Exhibit Index

Exhibit Number	Description
99.1	Certification of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification of Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.