

PHELPS DODGE CORP  
Form 8-K  
April 24, 2003

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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): April 24, 2003

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of  
incorporation)

333-67606

(Commission File Number)

13-1808503

(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-K/A, Amendment No. 2, for the year ended December 31, 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-K/A, Amendment No. 2, for the year ended December 31, 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.

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-K/A, Amendment No. 2, for the year ended December 31, 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: April 24, 2003

By: /s/ Ramiro G. Peru

\_\_\_\_\_  
Name: Ramiro G. Peru  
Title: Senior Vice President and  
Chief Financial Officer

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<b>Exhibit Number</b>	<b>Description</b>
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