

FREEPORT MCMORAN COPPER & GOLD INC
Form SC 13D/A
March 22, 2004

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

SCHEDULE 13D

(AMENDMENT NO. 4)

Under the Securities Exchange Act of 1934

FREEPORT-McMoRan COPPER & GOLD Inc.
(Name of Issuer)

CLASS B COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(Title of Class of Securities)

NO. 35671D857
(CUSIP Number)

Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, NY 10004-1980
Attn: Allen I. Isaacson
(212) 859-8000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 22, 2004
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP NO. 35671D857

1 NAME OF REPORTING PERSON RIO TINTO PLC f/k/a THE
RTZ CORPORATION PLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

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(b) []

3	SEC USE ONLY	

4	SOURCE OF FUNDS	WC/AF/OO

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION	England and Wales

	7	SOLE VOTING POWER None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 23,931,100

	9	SOLE DISPOSITIVE POWER None

	10	SHARED DISPOSITIVE POWER 23,931,100

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	23,931,100

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*	11.9%

14	TYPE OF REPORTING PERSON	CO

* Based on 200,613,202 shares of Class B common stock of Freeport-McMoRan Copper & Gold Inc. issued and outstanding as of March 1, 2004, which information was obtained from the Issuer's annual report on Form 10-K for the fiscal year ended December 31, 2003.

CUSIP NO. 35671D857

1	NAME OF REPORTING PERSON	RIO TINTO INTERNATIONAL HOLDINGS LIMITED
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

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 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales

7 SOLE VOTING POWER
 None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
 23,931,100

9 SOLE DISPOSITIVE POWER
 None

10 SHARED DISPOSITIVE POWER
 23,931,100

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AMENDMENT NO. 4 TO SCHEDULE 13D

This Amendment No. 4 amends the Schedule 13D filed on May 22, 1995, as amended by Amendment No. 1 filed on June 1, 1995, Amendment No. 2

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filed on July 7, 1995 and Amendment No. 3 filed on February 13, 2003, by each of Rio Tinto plc and Rio Tinto International Holdings Limited with respect to the Class B Common Stock of Freeport-McMoRan Copper & Gold, Inc. (the "Schedule 13D"), as described below. Terms used herein have the meanings set forth in Schedule 13D.

(a) Item 2 is hereby amended and supplemented as follows:

ITEM 2: IDENTITY AND BACKGROUND. -----

This Amendment No. 4 updates, as of March 22, 2004, information with respect to the directors and executive officers of Rio Tinto and International as set forth on Schedule I attached to the Schedule 13D by amending and restating Schedule I in its entirety in the form of Schedule I attached to this Amendment No. 4.

(b) Item 4 is hereby amended and supplemented by adding the following paragraph at the end thereof:

ITEM 4: PURPOSE OF TRANSACTION. -----

"On March 22, 2004, Rio Tinto and International entered into a stock purchase agreement ("Stock Purchase Agreement") with FCX whereby International agreed to sell and FCX agreed to purchase the entire 23,931,100 shares of Class B Common Stock held by International at a price per share based on a 97% discount from the market price of the Class B Common Stock used to establish the conversion price of the convertible preferred stock referred to below. FCX intends to use the proceeds from an offering of convertible preferred stock (the "Preferred Stock Offering") pursuant to Rule 144A of the Securities Act of 1933, as amended, to purchase the shares of Class B Common Stock from International and the consummation of the Preferred Stock Offering is a condition to consummating the purchase of the shares of Class B Common Stock. There can be no assurance that the Preferred Stock Offering and therefore the sale of the shares of Class B Common Stock will be consummated as currently contemplated. Upon the conclusion of the Preferred Stock Offering and the consummation of the sale of the shares of Class B Common Stock, if Rio Tinto and International hold less than 5% of the total outstanding shares of Class B Common Stock, Rio Tinto will no longer have the right to nominate any directors to serve on the board of FCX and Mr. R. Leigh Clifford (whose current term as a director of FCX expires at the 2004 FCX annual meeting of shareholders) will withdraw his name from consideration as a director nominee at the 2004 annual meeting of FCX shareholders and Mr. Oscar Y. L. Groeneveld (whose current term as a director of FCX expires at the 2006 annual meeting of FCX shareholders) will resign effective as of the 2004 annual meeting of FCX shareholders. A copy of the Stock Purchase Agreement is attached as an exhibit to this Amendment No. 4."

(c) Subsection (a) of Item 5 is hereby amended and restated in its entirety as follows:

ITEM 5: INTEREST IN SECURITIES OF THE ISSUER. -----

"(a) As of the date hereof, Rio Tinto beneficially owns, through International, its wholly owned subsidiary, 23,931,100 shares of Class B Common Stock, representing 11.9% of the shares of FCX Class B Common Stock issued and outstanding, which is the only class of FCX

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common stock issued and outstanding. (Such calculation is based on 200,613,202 shares of Class B Common Stock issued and outstanding as of March 1, 2004, which information was obtained from the Issuer's annual report on Form 10-K for the fiscal year ended December 31, 2003.)."

(d) Item 6 is hereby amended and restated in its entirety as follows:

ITEM 6: CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

"The response to Item 4 is incorporated by reference herein. Except as described in Item 4, none of Rio Tinto or International or, to the knowledge of Rio Tinto and International, any of the persons listed on Schedule I hereto, is a party to any contract, arrangement, understanding or relationship with respect to any securities of FCX."

(e) Item 7 is hereby amended and supplemented by adding the following paragraph at the end thereof:

ITEM 7: MATERIALS TO BE FILED AS EXHIBITS.

"(7) Stock Purchase Agreement, dated March 22, 2004, by and among Freeport-McMoRan Copper & Gold Inc., Rio Tinto plc and Rio Tinto International Holdings Limited."

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 22, 2004

RIO TINTO PLC

By: /s/ Robert Adams

Name: Robert Adams

Title: Director

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

By: /s/ Anette V. Lawless

Name: Anette V. Lawless

Title: Director

SCHEDULE I

DIRECTORS AND OFFICERS OF

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RIO TINTO PLC ("RIO TINTO")

CHAIRMAN

NAME	TITLE/PRINCIPAL OCCUPATION
Paul D. Skinner	Chairman of Rio Tinto

EXECUTIVE DIRECTORS*

NAME	TITLE/PRINCIPAL OCCUPATION
Paul D. Skinner	Chairman of Rio Tinto
Robert Adams	Director of Planning and Development of Rio Tinto
Guy R. Elliott	Finance Director of Rio Tinto
R. Leigh Clifford	Chief Executive of Rio Tinto
Oscar L. Groeneveld	Director of Rio Tinto

OFFICERS

NAME	TITLE/PRINCIPAL OCCUPATION
Anette V. Lawless	Secretary of Rio Tinto

Each of the foregoing directors and officers of Rio Tinto is a citizen of the United Kingdom, other than Mr. R. Leigh Clifford and Mr. Oscar L. Groeneveld, who are citizens of Australia and Mrs. Anette V. Lawless, who is a citizen of Denmark. The business address of each is: Rio Tinto plc, 6 St. James's Square, London, SW1Y 4LD, England.

NON-EXECUTIVE DIRECTORS

NAME	PRINCIPAL OCCUPATION	PRINCIPAL BUSINESS ADDRESS OF CORPORATION IN WHICH PRINCIPAL OCCUPATION IS CONDUCTED
Sir Richard Giordano KBE	Senior Non Executive Director, Deputy Chairman and Chairman of the Audit Committee of Rio Tinto.	6 St. James's Square, London SW1Y 4LD England
Leon A. Davis	Deputy Chairman of Rio Tinto. He is Chairman of Westpac Banking Corporation.	55 Collins Street Melbourne 3001 Australia
Sir David Clementi	Chairman of Prudential	Governor's House

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	plc.	Laurence Poutney Hill London EC4R 0EU England
Andrew F. J. Gould	President and Chief Operating Officer of Schlumberger Limited.	42, rue Saint Dominique 75007 Paris France
Sir John Kerr	Director of The "Shell" Transport and Trading Company, plc. and Scottish American Investment Trust plc.	6 St. James's Square, London SW1Y 4LD England
David L. Mayhew	Chairman of Cazenove Group plc.	20 Moorgate London ECR2 6DA England
John P. Morschel	Chairman of Leighton Holdings Limited and Rinker Group Limited.	Level 8 Tower B 799 Pacific Highway Chatswood NSW 2067 Australia
Sir Richard Sykes	Rector of Imperial College of Science, Technology and Medicine.	Exhibition Road London SW7 2AZ England
Lord Tugendhat	Chairman of Lehman Brothers Europe Limited.	25 Bank Street London E14 5LE England

Each of the foregoing non-executive directors of Rio Tinto is a citizen of the United Kingdom, other than Sir Richard Giordano KBE, who holds joint citizenship with the United States and the United Kingdom and Mr. John P. Morschel and Mr. Leon A. Davis, who are citizens of Australia.

DIRECTORS AND OFFICERS OF RIO TINTO INTERNATIONAL HOLDINGS LIMITED

NAME	TITLE*	PRINCIPAL OCCUPATION
-----	-----	-----
Anette V. Lawless	Director	Secretary of Rio Tinto
Christopher Lenon	Director	Head of Taxation of Rio Tinto
Michael R. Merton	Director	Controller of Rio Tinto
Ian C. Ratnage	Director	Treasurer of Rio Tinto
Christopher Lenon	Director	Head of Taxation of Rio Tinto
Roger P. Dowding	Secretary	Assistant Secretary of Rio Tinto

Each of the foregoing directors and officers of Rio Tinto International Holdings Limited is a citizen of the United Kingdom, other than Mrs. Anette V. Lawless, who is a citizen of Denmark. The business address of each of the foregoing is: 6 St. James's Square, London, SW1Y 4LD, England.

* In the United Kingdom, executive directors also serve as officers.