

PHELPS DODGE CORP  
Form 8-K  
April 28, 2004

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 28, 2004

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York

001-00082

13-1808503

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(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

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ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 28, 2004, Phelps Dodge Corporation issued a press release announcing financial results for the three-months ended March 31, 2004. A copy of this press release is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

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  
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(Registrant)

By: /s/ Ramiro G. Peru  
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Date: April 28, 2004

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

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release by Phelps Dodge Corporation dated April 28, 2004, announcing financial results for the three-months ended March 31, 2004.