

PHELPS DODGE CORP  
Form 425  
November 20, 2006

Filed by Freeport-McMoRan Copper & Gold Inc.  
pursuant to Rule 425 under the  
Securities Act of 1933 and deemed  
filed pursuant to Rule 14a-12 of  
the Securities Exchange Act of 1934

Subject Company: Phelps Dodge Corporation  
Commission File No.: 001-00082

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FCX's Acquisition of Phelps Dodge

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Creating the World's Largest Publicly Traded Copper Company

November 20, 2006

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FREEPORT-McMoRan COPPER & GOLD INC.

[www.fcx.com](http://www.fcx.com)

Cautionary Statement Regarding Forward-Looking Statements

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Transaction Highlights

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- > Creates world's premier publicly traded copper company
- > Leading North American-based metals and mining investment
- > World class, long-lived, geographically diverse operations
- > Significant exploration potential and management track record of adding value through exploration
- > Strong cash flows and pro forma financial strength
- > Operating and development expertise
- > Attractive project pipeline supports growing production profile
- > Compelling value creation for Freeport-McMoRan Copper & Gold and Phelps Dodge shareholders

Transaction Summary

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Price: > Freeport-McMoRan Copper & Gold ("FCX") to acquire Phelps Dodge for \$126.46 per share, based on FCX's closing price of \$57.40 on November 17, 2006

> Total transaction value of \$26 billion

Premium: > Premium of 33% to Phelps Dodge's closing price on November 17, 2006

Structure: > \$88.00 in cash and 0.67 shares of FCX common stock per Phelps Dodge share

> 70% cash; 137 million new common FCX shares

> Pro forma 334 million basic shares / 358 million fully diluted shares outstanding

Ownership: > FCX shareholders will own 62% and Phelps Dodge shareholders will own 38%, on a fully diluted basis

Key Conditions: > FCX and Phelps Dodge shareholders' approval

> Customary regulatory approvals and conditions

Timing: > Closing expected end of 1Q 2007

The Right Time

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Metals & Mining Industry Perspectives

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1980s

Fragmented industry with history of destroying capital

Early 1990s

Significant projects under development

Late 1990s

Reduced exploration during period of low prices

2000s

Super cycle begins as market turns to deficit

Current

Record prices led by strong demand from China



Copper Inventories Remain at Historical Lows

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Strong market fundamentals support well above average price expectations

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Source: Bloomberg, November 2006.

Strong and Sustainable Copper Fundamentals

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- > The combination of strong fundamentals has created extremely attractive market conditions for the copper industry
- > Supply is unlikely to increase meaningfully
  - o Absence of mega-development projects in the pipeline
  - o Potential for further supply disruptions
- > China continues to lead strong demand growth
- > 2005-2009 estimated global copper demand CAGR to exceed global supply CAGR by ~1%

Copper Demand

Strong demand growth projected

Source: Brook Hunt

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World Class Discoveries Are Extremely Rare

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Phelps Dodge's Tenke Fungurume is believed to be largest undeveloped,  
high-grade copper/cobalt project in the world today

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Short-Term Copper Price Considerations

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- > Mine production lower than projected
  - o Labor disruptions
  - o Grade deterioration
  - o Maintenance and equipment supply issues
- > Inventories remain low, despite recent increases
  - o Approximately 4 days of global consumption available in exchange stocks
  - o Consumer inventories low
  - o Anticipated China restocking
- > Risk is on demand side

Longer-Term Copper Price Considerations

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- > 60% of today's mines deplete or go underground by 2021
- > Lack of large scale exploration/development projects available to the industry
  - o World class assets are scarce
- > New mines taking longer to build
  - o Stiffer environmental regulation
  - o Political issues
  - o Availability of equipment and labor
  - o Concentration of projects in large, diversified companies

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The Right Assets

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Geographically Diverse, Long-Lived Asset Base

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Major Mine Operations & Development Projects

All major assets majority-controlled and operated

North America (1)

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Reserves

Cu 25.2 billion lbs

Mo 1.7 billion lbs

Production

Cu 1.6 billion lbs

Mo 70 million lbs

Candelaria/Ojos del Salado (80%)

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Cu reserves 4.3 billion lbs

Production 335 million lbs

Mine Life 13 years

Cerro Verde (53.6%)

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Reserves

Cu 7.7 billion lbs

Mo 0.1 billion lbs

Cu production 320 million lbs\*

Mine Life 30 years

\* expected annual production

El Abra (51%)

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Cu reserves 1.2 billion lbs

Production 235 million lbs

Mine Life 6 years\*

\* before anticipated extension of mine life

Grasberg (90.6%)

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Reserves

Cu 36.5 billion lbs

Au 39.8 million ozs

Ag 115 million ozs

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Production

Cu 1.1 billion lbs  
Au 1.7 million ozs  
Ag 3.3 million ozs

Mine Life 35 years

Tenke (57.75%)  
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Feasibility study expected 4Q06

Note: Reserves and annual production net to pro forma FCX; Reserves as of December 31, 2005, Production figures are average annual estimates for 2007-2010.

(1) Cu operations: Morenci (85%), Sierrita (100%), Bagdad (100%), Chino/Cobre (100%), Tyrone (100%), and Miami (100%) Cu development: Safford (100%) Primary Mo: Henderson (100%) and Climax (100%) with feasibility study expected on Climax in 2007

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Pro Forma Reserves and Production

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Reserves	Pro forma	
	Consolidated	Net interest
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Copper (billion lbs)	87.6	75.0
Molybdenum (billion lbs)	2.0	1.9
Gold (million ozs)	45.4	41.0
Average Production Volumes (2006-2010)		
Copper (billion lbs)	4.3	3.6
Molybdenum (million lbs)	78	74
Gold (million ozs)	2.0	1.8
Implied Reserve Life (years)		
Copper	20	21
Molybdenum	26	26
Gold	24	24
Mineralized Material*		
Ore (million metric tons)	5,237	4,720
average % copper	0.53	0.51
average g/t gold	0.09	0.10

\*Geologic resources are not included in reserves. The geologic resources will not qualify as reserves until comprehensive engineering studies establish their economic feasibility. Accordingly, no assurance can be given that the estimated resources and mineralization will become proven and probable reserves.

2006E Production by Geography

Indonesia	35%
North America	42%
Peru	4%
Chile	19%

2005 Reserves by Geography

Indonesia	49%
North America	34%

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Peru	10%
Chile	7%

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Enhanced Diversification

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2005 Mining Revenue by Commodity

2005 Mining Revenue by Geography

Pro forma for the transaction, approximately 60% of production will come from  
investment grade countries

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Proven Technical Expertise

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2006 Copper Production by Method

Pro forma FCX will be a world leader

- > Open pit mining
- > SX/EW production technology
- > Block cave underground mining
- > Copper concentrate leaching

Smelting/Refining (000 metric tons)

	Atlantic Copper, Spain (100%)
Anode production: 285	Cathode production: 255
	PT Smelting, Indonesia (1) (25%)
Anode production: 270	Cathode production: 270
	Miami Smelter, Arizona (2) (100%)
	Anode production: 208
	El Paso, Texas (100%)
	Cathode production: 408

(1) Smelting and refining production capacity shown on a 100% basis FCX's share approximates 62,000 metric tons per year

(2) Miami Refinery permanently shut down

Attractive Project Pipeline

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Brownfield Projects

\* development of access to Deep Grasberg already initiated. Deep Grasberg, Kucing Liar, & MLZ/Deep MLZ production post-Grasberg pit.

2006.....2014

Greenfield Projects

Additional Development Upside  
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Morenci (85%)  
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- o Mill restart and concentrate leach project
- o \$210 million capital cost
- o Adds 115MM lbs Cu/year and enhances cost profile

Safford (100%)  
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- o SX/EW project
- o \$550 million capital cost
- o 240MM lbs Cu/year
- o Substantial district potential

El Abra (51%)  
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- o Large sulfide mineral deposit underlying current oxide pit
- o Extends mine life through 2021 with sulfide Cu production beginning in 2010
- o Adds 325MM lbs Cu/year

Note: All data reflect aggregate interest in properties

Henderson/Climax (100%)  
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- o Henderson production capacity increased to 40 MM lbs Mo/year from 32MM lbs Mo
- o Possible 2009 restart of Climax at 20-30MM lbs Mo/year at \$200-250MM capital cost

Cerro Verde Sulfide (53.6%)  
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- o Major project with conventional concentrator
- o \$850MM capital cost
- o Adds 430MM lbs Cu/year

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Grasberg (90.6%)  
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- o DOZ expansions (50K t/d & 80K t/d)
- o Big Gossan development
- o Development of Deep Grasberg & balance of mineral district reserves
- o Significant exploration potential

Tenke Fungurume (57.75%)  
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- o Believed to be largest Cu/Co project in the world today
- o Oxide leach operation
- o \$650MM capital cost
- o 200MM lbs Cu/year; 8 ktpa (initial development)
- o Potential expansions

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Significant Exploration Potential

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Papua, Indonesia

- > Rights to 2.2 million acres
- > Highly prospective exploration areas provide opportunities to continue to add to our long-lived reserves

Tenke Fungurume,  
Democratic Republic of the Congo

- > Believed to be largest undeveloped, high grade copper/cobalt project in the world today
- > Less than half of 600 square miles concession explored; cumulative strike length greater than 80 kilometers
- > Initial production rates currently planned = +100 ktpa copper; +8 ktpa cobalt
- > Project schedule -- feasibility study: 4Q 06; start-up: late 2008 to early 2009
- > ~\$650 million aggregate capital and related project expenditures



The Right Company

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Premier North American Mining Company

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Enterprise Value  
(US\$ billions)

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Source: Public filings, prices as of November 17, 2006; Goldcorp pro forma for Glamis transaction

Pro forma FCX based on closing share price of \$57.40, pro forma 358 million diluted shares outstanding, net debt and minority interest as of September 30, 2006 and debt incurred through the transaction

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World's Leading Public Copper Company

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Top 10 Copper Producers (2006E) (1)

Pro forma FCX is poised to take advantage of favorable industry fundamentals

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Source: Brook Hunt 3Q Report.

(1) Xstrata shown pro forma the acquisition of Falconbridge.

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Pro Forma FCX -- Growing Sales Profile

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Copper Sales (billion lbs)

Gold Sales (million oz)

Molybdenum Sales (million lbs)

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Note: Consolidated copper sales include approximately 550 mm lbs in 2006, 700 mm lbs in 2007, 750 mm lbs in 2008, 800 mm lbs in 2009 and 740 mm lbs in 2010 for minority interest; excludes purchased copper

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Note: Consolidated gold sales include approximately 175 k oz in 2006, 180 k oz in 2007, 190 k oz in 2008, 180 k oz in 2009 and 210 k oz in 2010 for minority interest

EBITDA and Cash Flow at Various Copper Prices

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Average Annual EBITDA 2007-2009 (\$500 Gold & \$15 Molybdenum)

Cu \$1.50/lb

Cu \$3.00/lb

Average Annual Operating Cash Flow 2007-2009 (\$500 Gold & \$15 Molybdenum)

Note: Each \$50/oz change in gold approximates \$90 million to EBITDA and \$50 million to operating cash flow; each \$2.00/lb of molybdenum equates to \$100 million to EBITDA and \$80 million to operating cash flow

EBITDA equals operating income plus depreciation, depletion, and amortization; Operating cash flow shown after merger adjustments

Sensitivity to Commodity Prices

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Change in metal price	Annual Financial Impact	
	Net income	EPS
Copper: +/- \$0.20/lb	\$500	\$1.50
Molybdenum: +/- \$2.00/lb	\$80	\$0.24
Gold: +/- \$50/ounce	\$50	\$0.15

Note: Annual financial impact based on estimated average annual production for 2007-2010

Pro Forma Capital Expenditures

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Significant Debt Reduction

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Year-End Net Debt at Varying Copper Prices

Note: Sensivity assumes \$15 Molybdenum and \$500 Gold; EBITDA equals operating income plus depreciation, depletion, and amortization



Financial Policy

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- > FCX is committed to maintaining a strong financial position
- > Combined company will
  - o Invest in future growth opportunities with high rates of return
  - o Aggressively seek to reduce debt incurred in the acquisition using the substantial cash flows generated from the combined business
- > Continuation of positive copper markets is expected to provide substantial cash flows that will enable the combined company to achieve significant near-term debt reduction
  - o FCX intends to consider opportunities over time to reduce debt further through issuances of equity and equity-linked securities and possibly through asset sales
- > FCX anticipates continuing regular annual common dividend of \$1.25 per share
- > Committed to long-standing tradition of maximizing value for shareholders

Strong Management Track Record

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- > Leader in safety and environmental excellence
- > World class open pit and underground mining expertise
- > Established exploration and development expertise
- > Proven project management expertise
- > Global leader in mining and processing technologies
- > Strong tradition of shareholder value creation

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Value for FCX Shareholders

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- > Meaningfully accretive to FCX earnings and cash flow
- > Enhanced operating base
  - o Combination of world class mining operations and significant growth through exploration and development
  - o Geographically diverse asset base
  - o Approximately 60% of production from investment grade countries
- > Scale to capitalize on global opportunities
- > Strengthened leadership position in copper

Value for Phelps Dodge Shareholders

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- > Premium of 33% to Phelps Dodge's closing share price on November 17, 2006
- > 70% cash consideration
- > Phelps Dodge shareholders will own approximately 38% of new FCX on a fully diluted basis
- > Continued participation through new FCX

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