

PARKER GORDON R
Form 4
December 01, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKER GORDON R

2. Issuer Name and Ticker or Trading Symbol
PHELPS DODGE CORP [PD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHOENIX, AZ 85004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 11/29/2005 | | M ⁽¹⁾ | 1,148 | A \$ 56.6875 | 8,784.36 | D |
| COMMON STOCK | 11/29/2005 | | S ⁽¹⁾ | 490 | D \$ 132.8579 | 8,294.36 | D |
| COMMON STOCK | 11/29/2005 | | M ⁽¹⁾ | 1,148 | A \$ 73.9375 | 9,442.36 | D |
| COMMON STOCK | 11/29/2005 | | S ⁽¹⁾ | 660 | D \$ 132.8579 | 8,782.36 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| DIRECTOR STOCK OPTION/RIGHT TO PURCHASE <u>(1)</u> | \$ 56.6875 | 11/29/2005 | | M | 1,148 | <u>(2)</u> <u>(4)</u> | COMMON SHARES 1, |
| DIRECTORS STOCK OPTION/RIGHT TO PURCHASE <u>(1)</u> | \$ 73.9375 | 11/29/2005 | | M | 1,148 | <u>(3)</u> <u>(4)</u> | COMMON SHARES 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER GORDON R C/O PHELPS DODGE CORPORATION ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004 | X | | | |

Signatures

/ s / S. David Colton, Attorney-in-fact for Gordon R. Parker
 Date: 12/01/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) EXERCISE OF STOCK OPTIONS AND SAME DAY SALE OF CERTAIN OF THE UNDERLYING COMMON SHARES PURSUANT TO THE PHELPS DODGE CORPORATION 1989 DIRECTORS' STOCK OPTION PLAN.
- (2) THIS OPTION VESTED IN SUBSTANTIALLY THREE EQUAL ANNUAL INSTALLMENTS ON MAY 4, 1996, 1997, AND 1998.
- (3) THIS OPTION VESTED IN THREE SUBSTANTIALLY EQUAL ANNUAL INSTALLMENTS ON MAY 2, 1997, 1998, AND 1999.
- (4) THREE YEARS AFTER DIRECTOR'S TERMINATION OF SERVICES AS A DIRECTOR, WHICH TERMINATION DATE HAS NOT YET OCCURRED.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.