

THOMPSON JACK EDWARD

Form 3

January 08, 2003

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

FORM 3

INITIAL STATEMENT OF 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**

1. Name and Address of Reporting Person* (<i>Last, First, Middle</i>) Thompson, Jack E. c/o Phelps Dodge Corporation One North Central Avenue <i>(Street)</i> Phoenix, AZ 85004 <i>(City)</i> <i>(State)</i> <i>(Zip)</i>	2. Date of Event Requiring Statement <i>(Month/Day/Year)</i> January 2, 2003 4. Issuer Name and Ticker or Trading Symbol Phelps Dodge Corporation (PD) 6. If Amendment, Date of Original <i>(Month/Day/Year)</i> 	3. I.R.S. Identification Number of Reporting Person, if an entity (<i>voluntary</i>) 5. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> ☒ Director ☐ 10% Owner ☐ Officer (<i>give title below</i>) ☐ Other (<i>specify below</i>) 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

Table I Non-Derivative Securities Beneficially Owned

1. Title of Security <i>(Instr. 4)</i>	2. Amount of Securities Beneficially Owned <i>(Instr. 4)</i>	3. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 5)</i>	4. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i>
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Common Shares	2,000	(D)	
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Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Explanation of Responses:

Mr. Thompson was elected a director on December 4, 2002, effective January 2, 2003. On December 6, 2002, Mr. Thompson purchased 2,000 common shares on the open market at \$30.26 per share in satisfaction of the minimum number of shares required to be owned by a Phelps Dodge Director pursuant to the Phelps Dodge Board Governance Guidelines.

/s/ J.Dale Brunk,
attorney-in-fact for Jack E.
Thompson

01/08/03

****Signature of Reporting
Person**

Date _____

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

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

