

Conger Harry M. IV
 Form 4
 February 07, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Conger Harry M. IV

2. Issuer Name and Ticker or Trading Symbol
 FREEPORT-MCMORAN INC
 [FCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 NORTH CENTRAL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2019

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Pres & COO FM Americas

PHOENIX, AZ 85004

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/05/2019 | | A ⁽¹⁾ | | 57,500 | A | \$ 0 |
| Common Stock | 02/05/2019 | | A ⁽³⁾ | | 156,400 | A | \$ 0 |
| Common Stock ⁽⁴⁾ | 02/05/2019 | | F ⁽⁵⁾ | | 56,338 | D | \$ 11.86 |
| | | | | | | | 166,375 |
| | | | | | | | 322,775 |
| | | | | | | | 266,437 |

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

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number.

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 Acquired (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Options (Right to Buy) | \$ 11.87 | 02/05/2019 | | A | 135,500 | 02/05/2020 ⁽²⁾ | 02/05/2029 | Common Stock | 135,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conger Harry M. IV 333 NORTH CENTRAL AVENUE PHOENIX, AZ 85004 | | | Pres & COO FM Americas | |

Signatures

Kelly C. Simoneaux, on behalf of Harry M. Conger, IV, pursuant to a power of attorney

02/07/2019

**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) Represents a grant of time-vested Common Stock Restricted Stock Units.
- (2) 33.3% exercisable on the date indicated and on each of the next two anniversaries thereof.
- (3) Shares acquired through vesting of performance share units (PSUs) granted on March 30, 2016.
- (4) Amount beneficially owned following the reported transaction includes 94,000 time-vested Common Stock Restricted Stock Units.
- (5) Shares withheld to cover the taxes due upon the vesting of 156,400 PSUs.

Remarks:

In addition to the awards reported herein, on February 5, 2019, the Reporting Person also received a grant of performance shares.

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

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