

PHELPS DODGE CORP  
 Form 5/A  
 April 13, 2006

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 DUNHAM ARCHIE W

(Last) (First) (Middle)

C/O PHELPS DODGE CORPORATION, ONE NORTH CENTRAL AVENUE

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2001

4. If Amendment, Date Original Filed (Month/Day/Year)  
 02/07/2002

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Deferred Share Units <sup>(1)</sup> <sub>(5)</sub>	Â	12/31/2001 <sup>(3)</sup>	Â	A	1,487.32	Â	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Shares	1,487.32
Phantom Stock Units <sup>(5)</sup>	Â	12/31/2001 <sup>(7)</sup>	Â	A	29.65	Â	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Common Shares	29.65

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNHAM ARCHIE W C/O PHELPS DODGE CORPORATION ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004	Â X	Â	Â	Â

## Signatures

/s/ S. David Colton, Attorney-in-fact for Archie W. Dunham

04/13/2006

\_\_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) Acquisition of deferred share units through the Deferred Compensation Plan for the Directors of Phelps Dodge Corporation, exempt pursuant to Rule 16b-3(d).
- (2) Each deferred share unit represents the right to receive one Phelps Dodge Corporation common share or the cash value thereof.
- (3) Deferred share units were acquired on various dates during calendar year 2001, based on pre-March 13, 2006 two-for-one stock split market values of Phelps Dodge Corporation common shares ranging from \$27.4750 to \$50.3750 per share.
- (4) Deferred share units are exercisable by the reporting person at any time.
- (5) Share numbers do not reflect two-for-one stock split effected March 13, 2006.
- (6) Each phantom stock unit represents the right to receive one Phelps Dodge Corporation common share or the cash value thereof.
- (7) Allocation of dividends under the Stock Unit Plan for the Directors of Phelps Dodge Corporation.
- (8) Common shares, or the cash value thereof, become deliverable to reporting person upon termination of his service as a director of Phelps Dodge Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.