

PHELPS DODGE CORP  
Form 8-K  
February 07, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
February 7, 2006/ February 1, 2006  
(Date of Report/Date of earliest event reported)  
PHELPS DODGE CORPORATION  
(Exact name of registrant as specified in its charter)**

NEW YORK  
(State or other jurisdiction  
of incorporation)

001-00082  
(Commission File Number)

13-1808503  
(IRS Employer  
Identification No.)

One North Central Avenue  
Phoenix, Arizona 85004-4414  
(Address and zip code of principal executive offices)

(602) 366-8100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS**

On February 1, 2006, Phelps Dodge Corporation (the Company ) issued a press release announcing that its Board of Directors approved a two-for-one stock split of the Company s common stock, par value \$6.25 per share, to be effected in the form of a 100 percent stock dividend, with holders of record on the record date receiving one additional share of common stock for each share owned. The press release also announced that the Board of Directors declared a regular quarterly cash dividend of 37.5 cents per common share (pre-split) and a special dividend of \$4.00 per common share (pre-split), as part of the Company s previously announced program to return \$1.5 billion in capital to shareholders. A copy of the Company s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits:

99.1 Press release of Phelps Dodge Corporation dated February 1, 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHELPS DODGE CORPORATION**  
(Registrant)

By: /s/ S. David Colton

Name: S. David Colton  
Title: Senior Vice President and  
General Counsel

Date: February 7, 2006

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**EXHIBIT INDEX**

<b>Exhibit Number</b>		<b>Exhibit</b>
99.1	Press release of Phelps Dodge Corporation dated February 1, 2006.	4