

PHELPS DODGE CORP
Form 8-K
February 15, 2006

Table of Contents

**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 15, 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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TABLE OF CONTENTS

ITEM 7.01 REGULATION FD DISCLOSURE

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURES

Exhibit Index

EX-99.1

Table of Contents

ITEM 7.01 REGULATION FD DISCLOSURE

On February 15, 2006, Phelps Dodge Corporation issued a press release responding to a letter received from Atticus Management LLC, which was filed with its 13D Amendment on February 15, 2006.

A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit Number

Description

| | |
|--------------|---------------------------------------------------------------------|
| Exhibit 99.1 | Press Release of Phelps Dodge Corporation, dated February 15, 2006. |
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Table of Contents

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 15, 2006

3

Table of Contents

Exhibit Index

| Exhibit Number | Description |
|-----------------------|--------------------|
|-----------------------|--------------------|

| | |
|--------------|-----------------------------------------|
| Exhibit 99.1 | Press release, dated February 15, 2006. |
|--------------|-----------------------------------------|

4