PHELPS DODGE CORP
Form 5/A
April 13, 2006

FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
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,Â ONE NORTH CENTRAL AVENUE

(Street)

PHOENIX,Â AZÂ 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)
12/31/1999

4. If Amendment, Date Original Filed(Month/Day/Year)
02/03/2000

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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)			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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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

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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	8 D

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 or Number of Shares
Deferred Share Units (1) (5)	Â	12/31/1999 (3)	Â	A	866.34	Â	Â (4)	Â (4)	Common Shares	866.34
Phantom Stock Units (5)	Â	12/31/1999 (7)	Â	A	16.74	Â	Â (8)	Â (8)	Common Shares	16.74

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,Â AZÂ 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, including allocation of dividends, 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 1999, based on pre-March 13, 2006 two-for-one stock split market values of Phelps Dodge Corporation common shares ranging from $43.1563 to $66.7812 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.

Explanation of Responses: