

PHELPS DODGE CORP  
Form 8-K  
November 13, 2002

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

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event  
reported): November 12, 2002

Phelps Dodge Corporation

(Exact name of registrant as specified in its charter)

New York

333-67606

13-1808503

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(State or other jurisdiction of  
incorporation)

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(Commission File Number)

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(I.R.S. Employer  
Identification No.)

One North Central Avenue

Phoenix, Arizona 85004  
(Address of principal executive offices)  
(Zip Code)

(602) 366-8100

(Registrant's telephone number, including area code)

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Exhibit 99.1

Exhibit 99.2

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ITEM 7. EXHIBITS.

(c) Exhibits.

Exhibit 99.1  
Certification of  
J. Steven  
Whisler,  
Chairman,  
President and  
Chief Executive  
Officer of the  
Company,  
which  
accompanied the  
Company's  
Form 10-Q for  
the quarterly  
period ended  
September 30,  
2002, pursuant  
to 18 United  
States Code  
section 1350, as  
enacted by  
section 906 of  
the  
Sarbanes-Oxley  
Act of  
2002. Exhibit 99.2  
Certification of  
Ramiro G. Peru,  
Senior Vice  
President and  
Chief Financial  
Officer of the  
Company,  
which  
accompanied the  
Company's  
Form 10-Q for  
the quarterly  
period ended  
September 30,  
2002, pursuant  
to 18 United  
States Code  
section 1350, as  
enacted by  
section 906 of  
the  
Sarbanes-Oxley  
Act of 2002.

ITEM 9. REGULATION FD DISCLOSURE.

## Edgar Filing: PHELPS DODGE CORP - Form 8-K

Attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference are the certifications of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, and Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, respectively, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.

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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 thereunto duly authorized.

Phelps Dodge Corporation

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(Registrant)

Date: November 12, 2002

By: /s/ Ramiro G. Peru

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Name: Ramiro G. Peru

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Certification of J. Steven Whisler, Chairman, President and Chief Executive Officer of the Company, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification of Ramiro G. Peru, Senior Vice President and Chief Financial Officer of the Company, which accompanied the Company's Form 10-Q for the quarterly period ended September 30, 2002, pursuant to 18 United States Code section 1350, as enacted by section 906 of the Sarbanes-Oxley Act of 2002.