

PHELPS DODGE CORP  
Form 425  
January 29, 2007

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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): January 29, 2007  
Phelps Dodge Corporation  
(Exact name of registrant as specified in its charter)**

New York

001-00082

13-1808503

(State or other jurisdiction of  
incorporation)

(Commission File Number)

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

One North Central Avenue  
Phoenix, Arizona 85004-4414

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (602) 366-8100

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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 29, 2007, Phelps Dodge Corporation issued a press release announcing financial results for the three months and year ended December 31, 2006. A copy of this press release is furnished as Exhibit 99.1 to this report.

ITEM 8.01. OTHER ITEMS