

PHELPS DODGE CORP
Form 8-K
April 10, 2006

**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

April 4, 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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS

(b) On April 4, 2006, Mr. Robert N. Burt advised the board of directors (the Board) of Phelps Dodge Corporation (the Company) that he has decided to retire from the Board after thirteen years of service and will not stand for re-election as a director at the Company s annual meeting of stockholders scheduled for May 26, 2006 (the 2006 Annual Meeting).

On April 4, 2006, Mr. Robert D. Krebs advised the Board that he has decided to retire from the Board after nineteen years of service and will not stand for re-election as a director at the 2006 Annual Meeting.

Messrs. Burt and Krebs will continue to serve as directors until the expiration of their terms at the 2006 Annual Meeting.

ITEM 7.01 REGULATION FD DISCLOSURE

On April 5, 2006, the Company issued a press release announcing that it had nominated two new director candidates to stand for election as directors at the 2006 Annual Meeting:

Dustan E. McCoy, 56, chairman and chief executive officer of Brunswick Corporation

Martin Richenhagen, 53, president and chief executive officer of AGCO Corporation
See Exhibit 99.1 furnished herewith.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit Number

Description

Exhibit 99.1

Press Release of Phelps Dodge Corporation, dated April 5, 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/ Ramiro G. Peru

Name: Ramiro G. Peru

Title: Executive Vice President and Chief
Financial
Officer

Date: April 10, 2006

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Exhibit Index

Exhibit Number

Description

Exhibit 99.1

Press release, dated April 5, 2006.

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