## Edgar Filing: MIELE ARTHUR R - Form 4

MIELE ARTH Form 4											
February 02, 20		S SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL OMB 3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Number:3233-0207Expires:January 31, 2005Estimated average burden hours per response0.5	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Excl Section 17(a) of the Public Utility Holding Company A 30(h) of the Investment Company Act of								1935 or Section	n		
(Print or Type Res											
1. Name and Address of Reporting Person *       2. Issuer         MIELE ARTHUR R       Symbol         PHELPS					cker or Tr CORP [F			5. Relationship of Reporting Person(s) to Issuer			
(Last)		(First) (Middle) 3. Date of Earlie (Month/Day/Ye						(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify			
C/O PHELPS CORPORATION CENTRAL A	ON, ONE NOR		31/2006					below)	below) below) VP-Marketing	s (specny	
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PHOENIX, AZ	Z 85004							Form filed by M Person	Iore than One Re	porting	
(City)	(State) (Z	Zip)	Table I - N	on-Deri	ivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ity(Month/Day/Year)Execution Date, if3)any		ate, if Tr Co	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
COMMON SHARES	01/31/2006			ode V A	Amount 900 (1)	(D) A	Price \$ 0	19,850	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

S / N

Reporting Owner Name / Address	Relationships						
hepoting of the function of the	Director	10% Owner	Officer	Other			
MIELE ARTHUR R C/O PHELPS DODGE CORPORATION ONE NORTH CENTRAL AVENUE PHOENIX, AZ 85004			Sr VP-Marketing				
Signatures							
/s/S. David Colton, Attorney-in-fact for An Miele	rthur R.	02/	02/2006				
<b>**</b> Signature of Reporting Person			Date				
Evolopotion of Doopono	001						

## 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).

AWARD OF RESTRICTED STOCK PURSUANT TO THE PHELPS DODGE 2003 STOCK OPTION AND RESTRICTED STOCK (1) PLAN AND INCLUDES THE RIGHT TO HAVE SHARES WITHHELD TO SATISFY STATE AND FEDERAL TAX WITHHOLDING OBLIGATIONS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.