

Johnson Roger
Form 4
March 10, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Roger

2. Issuer Name and Ticker or Trading Symbol
NEWMONT MINING CORP /DE/ [NEM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President & CAO

(Last) (First) (Middle)
6363 SOUTH FIDDLERS GREEN CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2011

GREENWOOD VILLAGE, CO 80111
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$1.60 par value | 03/09/2011 | | M | 3,750 A | \$ 40.43 | 15,285 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | | S | 3,750 D | \$ 52.95 | 11,535 | D |
| Common Stock, | 03/09/2011 | | M | 3,750 A | \$ 45.74 | 15,285 | D |

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| | | | | | | | |
|--------------------------------|------------|---|-------|---|----------|--------|---|
| \$1.60 par value | | | | | | | |
| Common Stock, \$1.60 par value | 03/09/2011 | S | 3,750 | D | \$ 52.95 | 11,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | M | 3,750 | A | \$ 38.05 | 15,285 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | S | 3,750 | D | \$ 52.95 | 11,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | M | 3,750 | A | \$ 45.16 | 15,285 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | S | 3,750 | D | \$ 52.95 | 11,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | M | 9,000 | A | \$ 42.06 | 20,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | S | 9,000 | D | \$ 52.95 | 11,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | M | 9,998 | A | \$ 44.49 | 21,533 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | S | 9,998 | D | \$ 52.95 | 11,535 | D |
| Common Stock, \$1.60 par value | 03/09/2011 | M | 4,100 | A | \$ 39.95 | 15,635 | D |
| Common Stock, \$1.60 par | 03/09/2011 | S | 4,100 | D | \$ 52.95 | 11,535 | D |

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value

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 40.43 | 03/09/2011 | | M | 3,750 | <u>(1)</u> 04/27/2014 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 45.74 | 03/09/2011 | | M | 3,750 | <u>(2)</u> 12/07/2014 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 38.05 | 03/09/2011 | | M | 3,750 | <u>(3)</u> 04/27/2015 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 45.16 | 03/09/2011 | | M | 3,750 | <u>(4)</u> 10/26/2015 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 42.06 | 03/09/2011 | | M | 9,000 | <u>(5)</u> 04/30/2017 | Common Stock | 9,000 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee Stock Option (right to buy) | \$ 44.49 | 03/09/2011 | M | 9,998 | <u>(6)</u> | 04/28/2018 | Common Stock | 9,998 |
| Employee Stock Option (right to buy) | \$ 39.95 | 03/09/2011 | M | 4,100 | <u>(7)</u> | 05/04/2019 | Common Stock | 4,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Roger 6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111 | | | Vice President & CAO | |

Signatures

| | |
|---|------------|
| Logan H. Hennessey, Assistant Secretary, as attorney-in-fact | 03/10/2011 |
| **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) The options became exercisable in three equal annual installments beginning April 27, 2005.
- (2) The options became exercisable in three equal annual installments beginning December 7, 2005.
- (3) The options became exercisable in three equal annual installments beginning April 27, 2006.
- (4) The options became exercisable in three equal annual installments beginning October 26, 2006.
- (5) The options became exercisable in three equal annual installments beginning April 30, 2008.
- (6) The options vest in three equal annual installments beginning April 28, 2009.
- (7) The options vest in three equal annual installments beginning May 4, 2010.

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.