#### NEWMONT MINING CORP /DE/

Form 4

February 28, 2006

## FORM 4

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

OMB Number: 3235-0287

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person \*

| MURDY WAYNE W                           |   |               | 2. Issuer Name and Ticker or Trading Symbol NEWMONT MINING CORP /DE/ [NEM] |   |  |                          | C              | Issuer  (Check all applicable)   |  |   |  |
|---|---|---------------|--|---|--|--------------------------|----------------|--|--|---|--|
| (Last)                                  | (First) (OLN STREET                     | Middle)       |  | ate of Earliest Transaction<br>nth/Day/Year)<br>24/2006 |  |                          |                | X Director 10% Owner Other (give title Other (specify below) Chairman and CEO                  |  |   |  |
|   | (Street)                                |               |  | endment, Da<br>nth/Day/Year                             |  | l                        |                | 6. Individual or Jo<br>Applicable Line)<br>_X_ Form filed by (                                 | One Reporting Pe   | rson  |  |
| DENVER,                                 | CO 80203                                |               |  |   |  |                          |                | Person   | Iore than One Re   | porting   |  |
| (City)                                  | (State)                                 | (Zip)         | Tabl   | le I - Non-D  | erivative (                                | Securi                   | ities Acq      | uired, Disposed of   | f, or Beneficial   | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | Execution any | med<br>on Date, if<br>Day/Year)  | 3.<br>Transaction<br>Code<br>(Instr. 8)                 | 4. Securit<br>or(A) or Dis<br>(Instr. 3, 4 | sposed<br>4 and 5<br>(A) | of (D)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock,<br>\$1.60 par<br>value | 02/24/2006                              |               |  | Code V  | Amount 3,275                               | or<br>(D)                | Price \$ 57.52 | (Instr. 3 and 4)<br>118,205  | D  |   |  |
| Common<br>Stock,<br>\$1.60 par<br>value | 02/24/2006                              |               |  | A   | 17,891                                     | A                        | \$ 0           | 136,096 (1)  | 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 (9-02)

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Titl | le and       | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D | ate         | Amou    | ınt of       | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)       | Under   | rlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e            |             | Secur   | ities        | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3            |             | (Instr. | . 3 and 4)   |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |              |             |         |              |             | Follo  |
|             |             |                     |                    |            | (A) or     |              |             |         |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |         |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |         |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |         |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |             |         |              |             |        |
|             |             |                     |                    |            |            |              |             |         | Amount       |             |        |
|             |             |                     |                    |            |            |              |             |         | Amount       |             |        |
|             |             |                     |                    |            |            | Date         | Expiration  | Title   | or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | of      |              |             |        |
|             |             |                     |                    | Codo V     | (A) (D)    |              |             |         |              |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             |         | Shares       |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address                           | Relationships |           |                  |       |  |  |  |  |
|--|---------------|-----------|------------------|-------|--|--|--|--|
| • 0  | Director      | 10% Owner | Officer          | Other |  |  |  |  |
| MURDY WAYNE W<br>1700 LINCOLN STREET<br>DENVER, CO 80203 | X             |           | Chairman and CEO |       |  |  |  |  |

## **Signatures**

Ardis Young, Assistant Secretary, as attorney-in-fact

02/28/2006

\*\*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 Reporting Person also holds 175 shares of Newmont Mining Corporation common stock for his son indirectly and 175 shares for his daughter indirectly.

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.

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