

NEWMONT MINING CORP /DE/
Form 4
February 28, 2014

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 *
Gottesfeld Stephen P

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Gen. Counsel & Secretary

6363 SOUTH FIDDLERS GREEN CIRCLE

(Street)

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

GREENWOOD VILLAGE, CO 80111

(City) (State) (Zip)

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. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$1.60 par value | 02/26/2014 | | A | 10,668 | A \$ 0 | 37,287 | D |
| Common Stock, \$1.60 par value | 02/26/2014 | | S | 1,204 (1) | D \$ 23.9301 | 36,083 | D |
| Common Stock, | 02/27/2014 | | A | 6,231 | A \$ 0 | 42,314 | D |

\$1.60 par value

| | | | | | | | |
|-----------------------------------|------------|---|---------------------|---|-----------------------------|--------|---|
| Common Stock, \$1.60 par value | 02/27/2014 | S | 2,029 <u>(1)</u> | D | \$ 23,2001 <u>(2)</u> | 40,285 | D |
|-----------------------------------|------------|---|---------------------|---|-----------------------------|--------|---|

| | | | | | | | |
|-----------------------------------|------------|---|----------------|---|-----------------------------|--------|---|
| Common Stock, \$1.60 par value | 02/27/2014 | S | 551 <u>(1)</u> | D | \$ 23,1802 <u>(3)</u> | 39,734 | D |
|-----------------------------------|------------|---|----------------|---|-----------------------------|--------|---|

| | | | | | | | | |
|-----------------------------------|--|--|--|--|--|------------------|---|-------------------|
| Common Stock, \$1.60 par value | | | | | | 1,590 <u>(4)</u> | I | By 401(k) Plan |
|-----------------------------------|--|--|--|--|--|------------------|---|-------------------|

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.

SEC 1474
(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 Acquired (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Gottesfeld Stephen P 6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111 | Director 10% Owner Officer EVP, Gen. Counsel & Secretary |

Signatures

Logan H. Hennessey, as attorney-in-fact for Stephen P.
Gottesfeld

02/28/2014

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person solely to cover taxes and fees.

This transaction was executed in multiple trades at prices of \$23.2001 to \$23.21. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide (upon request by the SEC staff, the issuer, or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) This transaction was executed in multiple trades at prices of \$23.1801 to \$23.21. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide (upon request by the SEC staff, the issuer, or a security holder of the issuer) full information regarding the number of shares sold at each separate price).
- (4) The reported shareholding is based on the Company's estimation of the share value correlated with the number of units in the fund. As of February 28, 2014, the reporting person held 1,590 shares or 5,817 units of Newmont Mining common stock in his 401(k) Plan.
Fluctuation in share estimate since the filing of the last Form 4 reflects changes in the stock price rather than investments or dispositions of units within the stock fund.

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.