

NEWMONT MINING CORP /DE/
Form 4
February 26, 2015

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 *
MacGowan William N

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)

6363 SOUTH FIDDLERS GREEN
CIRCLE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Human Resources

GREENWOOD
VILLAGE, CO 80111

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

(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)		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)
				Code	V Amount Price			
Common Stock, \$1.60 par value	02/24/2015		A	16,402	A \$ 0	66,683	D	
Common Stock, \$1.60 par value	02/24/2015		A	16,214	A \$ 0	82,897	D	
Common Stock,	02/24/2015		S	1,772	D \$	81,125	D	
				(1)	25.9176			

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- (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 \$25.90 to \$25.99. 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.
- (2)

- 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 January 31, 2015, the reporting person held 1,034 shares or 3,785 units of Newmont Mining common stock in his 401(k) Plan.
- (3) 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.

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