

KERR THOMAS R.
Form 4
May 11, 2010

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 *
KERR THOMAS R.

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)
05/11/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, North American Operations

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) (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 | | |
| | | | | Code | V | Amount | |
| Common Stock, \$1.60 par value | 05/11/2010 | | M | A | 1,500 | \$ 28.56 | 9,587 D |
| Common Stock, \$1.60 par value | 05/11/2010 | | S | D | 1,500 | \$ 58.4921 <u>(1)</u> | 8,087 D |
| Common Stock, | 05/11/2010 | | M | A | 375 | \$ 23.99 | 8,462 D |

\$1.60 par value

Common Stock, \$1.60 par value

05/11/2010 S 375 D \$ 58.56 8,087 ⁽²⁾ 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.

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 28.56 | 05/11/2010 | | M | 1,500 | ⁽³⁾ 05/14/2012 | Common Stock | 1,500 |
| Employee Stock Option (right to buy) | \$ 23.99 | 05/11/2010 | | M | 375 | ⁽⁴⁾ 11/20/2012 | Common Stock | 375 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KERR THOMAS R.
6363 SOUTH FIDDLERS GREEN CIRCLE
GREENWOOD VILLAGE, CO 80111

SVP, North American Operations

Signatures

Jeffrey K. Reeser, Vice President and Secretary, as
attorney-in-fact

05/11/2010

__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).

- This transaction was executed in multiple trades at prices between \$58.49 and \$58.50. The price reported above reflects the weighted
- (1) 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) As of April 30, 2010 the reporting person held 4,829 shares of Newmont Mining common stock in his 401(k) Plan.
 - (3) The options became exercisable in three equal annual installments beginning May 14, 2003.
 - (4) The options became exercisable in three equal annual installments beginning November 20, 2003.

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.