

Engel E Randall
Form 4
May 13, 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 *
Engel E Randall

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)
05/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Strategic Development

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)		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			
Common Stock, \$1.60 par value	05/12/2010		M		2,250	A \$ 40.43	30,376	D
Common Stock, \$1.60 par value	05/12/2010		S		2,250	D \$ 58.5002 (1)	28,126	D
Common Stock,	05/12/2010		M		750	A \$ 38.05	28,876	D

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\$1.60 par value								
Common Stock, \$1.60 par value	05/12/2010	S	750	D	\$ 58.5	28,126	D	
Common Stock, \$1.60 par value	05/12/2010	M	12,500	A	\$ 42.06	40,626	D	
Common Stock, \$1.60 par value	05/12/2010	S	12,500	D	\$ 58.5	28,126 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.43	05/12/2010		M	2,250	⁽³⁾ 04/27/2014	Common Stock	2,250	
Employee Stock Option (right to buy)	\$ 38.05	05/12/2010		M	750	⁽⁴⁾ 04/27/2015	Common Stock	750	
Employee Stock Option	\$ 42.06	05/12/2010		M	12,500	⁽⁵⁾ 04/30/2017	Common Stock	12,500	

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engel E Randall 6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111			EVP, Strategic Development	

Signatures

Jeffrey K. Reeser, Vice President and Secretary, as
Attorney-in-Fact

05/13/2010

__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 of \$58.50 and \$58.51. The price reported above reflects the weighted average
(1) 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 3,034 shares of Newmont Mining common stock in his 401(k) Plan.

(3) The options became exercisable in three equal annual installments beginning April 27, 2005.

(4) The options became exercisable in three equal annual installments beginning April 27, 2006.

(5) The options became exercisable in three equal annual installments beginning April 30, 2008.

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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