

NEWMONT MINING CORP /DE/
Form 4
February 28, 2007

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 *
LASSONDE PIERRE

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)
02/26/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

1700 LINCOLN STREET

(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

DENVER, CO 80203

(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 or Price | | | |
| Common Stock, \$1.60 par value | 02/26/2007 | | C | 4,405 | A \$ 0 | 35,196 | D | |
| Common Stock, \$1.60 par value | 02/26/2007 | | F | 888 | D \$ 46.83 | 34,308 | D | |
| Common Stock, \$1.60 par value | 02/26/2007 | | C | 3,147 | A \$ 0 | 37,455 | D | |

Common Stock, \$1.60 par value 02/26/2007 F 609 D \$ 46.83 36,846 D

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

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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. Pr Deriv Secur (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | <u>(1)</u> | 02/26/2007 | | A | 4,405 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,405 | \$ 4 |
| Restricted Stock Units | <u>(2)</u> | 02/26/2007 | | A | 3,147 | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,147 | \$ 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LASSONDE PIERRE 1700 LINCOLN STREET DENVER, CO 80203 | | X | | |

Signatures

Ardis Young, Assistant Secretary, as attorney-in-fact 02/28/2007

**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 second annual one-third of the restricted stock granted on February 24, 2005, vested on February 26, 2007 at a fair market value of \$46.83. This report is being filed to report the acquisition of the common stock resulting in such vesting.
- (2) The first annual one-third of the restricted stock granted on February 24, 2006, vested on February 26, 2007 at a fair market value of \$46.83. This report is being filed to report the acquisition of the common stock resulting in such vesting.

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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