

NEWMONT MINING CORP /DE/
Form 4
February 26, 2016

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 *
Dorward-King Elaine J

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)
02/24/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, S&ER

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 Transaction(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$1.60 par value | 02/24/2016 | | F | 1,815 (1) D \$ 25.845 | 59,821 | D | |
| Common Stock, \$1.60 par value | 02/24/2016 | | F | 1,774 (2) D \$ 25.845 | 58,047 | D | |
| Common Stock, | | | | | 258 (3) | I | By 401(k) Plan |

\$1.60 par value

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Dorward-King Elaine J 6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111 | | | EVP, S&ER | |

Signatures

Logan H. Hennessey, as attorney-in-fact for Elaine Dorward-King

 **Signature of Reporting Person
 02/26/2016
 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) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 5,483 stock-settled restricted stock units.
- (2) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 5,546 stock-settled restricted stock units.
- (3) 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, 2016, the reporting person held 258 shares or 941 units of Newmont Mining common stock in their 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

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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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