

Gottesfeld Stephen P
Form 4
December 28, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gottesfeld Stephen P

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and General Counsel

(Street)
GREENWOOD
VILLAGE, CO 80111

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D) Price (2)	
Common Stock, \$1.60 par value	12/26/2018		S		3,500	\$ 35.0137	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)

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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. Price or Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(3)	08/15/2018		J(4)	V	170(5)	(4)	(4)	Common Stock	170(5) \$ 33.0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gottesfeld Stephen P 6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111	EVP and General Counsel

Signatures

Logan H. Hennessey, as attorney-in-fact for Stephen P. Gottesfeld 12/28/2018

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on April 30, 2018.

(2) This transaction was executed in multiple trades at prices ranging from \$35.01 to \$35.025. The price reported reflects the weighted average sales price. This 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.

(3) Convertible on a 1-for-1 basis

(4) Shares of phantom stock, payable in cash under the terms of the Savings Equalization Plan of the Corporation, were reallocated following the elimination of the Newmont Stock Fund as an investment option under the Savings Equalization Plan. No volitional sales or transfers of Newmont securities were made by the reporting person in connection with the above reported change in ownership.

(5) The number of phantom stock reported is based on the Corporation's estimation of the share value correlated with the number of units in the Savings Equalization Plan of the Corporation. Fluctuation in share estimation since the filing of the Form 4 reporting the acquisition of the phantom stock reflects changes in the stock price rather than investments or dispositions of units within the Savings Equalization Plan.

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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