

NEWMONT MINING CORP /DE/
Form 4
February 20, 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)
1700 LINCOLN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2007

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

DENVER, CO 80203

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)	Code	V	Amount	(D)	Price

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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Exchangeable Shares	\$ 0	02/16/2007	G	V	16,750		02/16/2002	<u>(1)</u>	Common Stock	16,750		

Reporting Owners

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

Signatures

Ardis Young, Assistant Secretary, as
attorney-in-fact

02/20/2007

**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).

- Exchangeable Shares are shares of stock of Newmont Mining Corporation of Canada Limited, a corporation existing under the laws of Canada & wholly-owned subsidiary of the Issuer, that are convertible into common stock of the Issuer on a 1 for 1 basis at the option of the holder at any time after 02/16/02, as set forth in the Provisions Attaching to the Exchangeable Shares (the "Provisions") set forth as Appendix 1 to Schedule B of the Arrangement Agreement, dated 11/14/01, between Franco-Nevada Mining Corporation Limited & Newmont Gold Company. Pursuant to a Voting & Exchange Trust Agreement, holders of Exchangeable Shares are entitled to direct the trustee to cast the votes attaching to the shares of the Special Voting Stock of the Issuer held by the trustee, on all matters submitted to the stockholders of the issuer. The Exchangeable Shares remain exchangeable at the option of the holder until redeemed by the Issuer pursuant to, and subject to the conditions of, the Provisions.
- (1) The Reporting person also holds 878,549 exchangeable shares, by Firelight Investments; and 18,501 exchangeable shares, directly.

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.