

SANTA CRUZ CARLOS
Form 4
April 28, 2006

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 *
SANTA CRUZ CARLOS

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)
04/26/2006

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

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$1.60 par value | 04/26/2006 | | M | | 3,125 A \$ 23.67 | 16,797 | D |
| Common Stock, \$1.60 par value | 04/26/2006 | | S | | 3,125 D \$ 58.2185 | 13,672 | D |
| Common Stock, \$1.60 par value | 04/26/2006 | | M | | 3,750 A \$ 28.56 | 17,422 | D |

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Common
 Stock, 04/26/2006 S 3,750 D \$ 58.2185 13,672 D
 \$1.60 par value

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 23.67 | 04/26/2006 | | M | | 3,125 | (1) | 11/12/2011 | | Common Stock | 3, |
| Stock Option (right to buy) | \$ 28.56 | 04/26/2006 | | M | | 3,750 | (2) | 05/14/2012 | | Common Stock | 3, |
| Stock Option (right to buy) | \$ 57.71 | 04/26/2006 | | A | | 20,000 | | 04/26/2007(3) | 04/26/2016 | Common Stock | 20, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANTA CRUZ CARLOS 1700 LINCOLN STREET DENVER, CO 80203 | | | Vice President | |

Signatures

Ardis Young, Assistant Secretary, as attorney
in fact

04/28/2006

__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 option vested in four equal annual installments on November 12, 2002, 2003, 2004 and 2005.
 - (2) The option vests in four equal annual installments on May 14, 2003, 2004, 2005 and 2006.
 - (3) The option vests in three equal annual installments beginning April 26, 2007.

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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