

HARMONY GOLD MINING CO LTD

Form 6-K

September 28, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO

RULE 13a-16 OR 15d-16 UNDER THE SECURITIES

EXCHANGE ACT OF 1934

For 28 September 2012

**Harmony Gold Mining Company**

**Limited**

Randfontein Office Park

Corner Main Reef Road and Ward Avenue

Randfontein, 1759

South Africa

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

Harmony Gold Mining Company Limited  
("Harmony" or "Company")  
Incorporated in the Republic of South Africa  
Registration number 1950/038232/06  
JSE Share code: HAR  
NYSE Share code: HMY  
ISIN: ZAE000015228

**DEALING IN SECURITIES BY A DIRECTOR**

**Dealing in securities by a director of Harmony Gold Mining Company Limited ("the Company").**

The incentives/shares are allocated to the director on the 27  
th  
of  
September 2012 in line with the provisions of the Harmony 2006 Share  
Plan.

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements  
of the JSE Limited ("Listings Requirements"), the following information  
is disclosed:

Name of director:  
GP Briggs (Chief Executive Officer)

Company:  
Harmony Gold Mining Company Limited

Nature of transaction:  
Off market Grant Restricted Shares  
and Matching Performance Shares  
Periods of vesting:  
Restricted Shares and Matching  
Performance Shares vest after three  
years.

Date: 27 September 2012

Class of securities:  
Restricted Shares and Matching  
Performance Shares

Strike price: R72.35

Number of Restricted Shares: 30,802

Number of Matching  
Performance Shares:  
6,160

Nature and extent of  
director's Interest: Direct beneficial

Prior clearance to deal as set out in Para 3.66 was obtained.

For more details contact:  
Henrika Basterfield  
On +27 (0)82 759 1775

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PO Box 2  
Randfontein  
South Africa 1760  
T: +27 (0)11 411 2000  
[www.harmony.co.za](http://www.harmony.co.za)

28 September 2012

Sponsor:  
J.P. Morgan Equities Limited

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 28, 2012

Harmony Gold Mining Company Limited

By: /s/ Frank Abbott

Name: Frank Abbott

Title: Financial Director