

HARMONY GOLD MINING CO LTD

Form 6-K

November 18, 2013

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 18 November 2013

**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 Ltd  
Registration number: 1950/038232/06  
Incorporated in the Republic of South Africa  
ISIN: ZAE000015228  
JSE share code: HAR  
("Harmony" or "the company")

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

A.  
DEALINGS IN SECURITIES BY DIRECTORS: SHARE VESTINGS AND ON MARKET SALES

In terms of provisions of the Harmony Share Plan, performance shares vest after 3 years.

1.

Name of director:

GP Briggs (Chief Executive Officer)

a)

Nature of transaction:

Off market lapsing of share

appreciation rights

Date granted:

16 November 2007

Number of share appreciation rights

granted: 159 484

Strike price:

R70.54

Date on which share appreciation

rights lapsed:

15 November 2013

Number of share appreciation rights

lapsed: 159 484

b)

Nature of transaction:

Off market vesting and on market sale

of performance shares

Date:

15 November 2013

Class of securities:

Ordinary shares

Selling price per share:

R33.08

Number of performance shares (ordinary

shares) vested and sold:

27 447

Total value of sale:

R907 853 (pre-tax)

Nature and extent of directors

interest:

Direct beneficial

2.

Name of director:

HE Mashego (Executive Director)

a)

Nature of transaction:

Off market lapsing of share  
appreciation rights

Date granted:

16 November 2007

Number of share appreciation rights  
granted:

42 756

Strike price:

R70.54

Date on which share appreciation  
rights lapsed:

15 November 2013

Number of share appreciation rights  
lapsed (balance was sold in 2011):

14 252

b)

Nature of transaction:

Off market vesting and on market sale  
of performance shares and restricted  
shares

Date:

15 November 2013

Class of securities:

Ordinary shares

Selling price per share:

R33.08

Number of performance shares

(ordinary shares)

vesting:

Number of restricted shares

(ordinary shares) vesting:

Ordinary shares sold:

8 431

22 262

30 693

Total value of sale

R1 015 220 (pre-tax)

Nature and extent of directors

interest:

Direct beneficial

3.

Name of director:

CT Smith (Director of major subsidiary  
company)

a)

Nature of transaction:

Off market lapsing of share

appreciation rights

Date granted:

16 November 2007

Number of share appreciation rights

granted:

78 934

Strike price:

R70.54

Date on which share appreciation

rights lapsed:

15 November 2013

Number of share appreciation rights

lapsed:

78 934

b)

Nature of transaction:

Off market vesting and on market sale  
of performance shares

Date:

15 November 2013

Class of securities:

Ordinary shares

Selling price per share:

R33.08

Number of performance shares(ordinary shares) vested and sold:

8 431

Total value of sale

R278 869 (pre-tax)

Nature and extent of directors

interest:

Direct beneficial

B.

**DEALING IN SECURITIES BY DIRECTORS: SHARE GRANTS**

In line with the provisions of the Harmony Share Plan, incentives/shares are allocated to directors in November of each year.

1.

Name of director:

GP Briggs (Chief Executive Officer)

Nature of transaction:

Off market grant of share appreciation rights and performance shares

Periods of vesting:

Share appreciation rights vest in equal thirds on the third, fourth and fifth anniversary of the allocation. Performance shares vest after three years.

Date:

15 November 2013

Class of securities:

Share appreciation rights and performance shares

Strike price:

R33.18

Number of share appreciation rights allocated:

91 864

Number of performance shares allocated:

482 952

Number of matching restricted shares allocated(matching

the number allocated in

2010):

48 485

Nature and extent of director's interest:

Direct beneficial

2.

Name of director:

F Abbott (Financial Director)

Nature of transaction:

Off market grant of share appreciation rights and performance shares

Periods of vesting:

Share appreciation rights vest in equal thirds on the third, fourth and fifth anniversary of the allocation. Performance shares vest after three years.

Date:

15 November 2013

Class of securities:

Share appreciation rights and performance shares

Strike price:

R33.18

Number of share appreciation rights allocated:

52 951

Number of performance shares allocated:

172 666

Nature and extent of director's interest:

Direct beneficial

3.

Name of director:

HE Mashego (Executive  
Director)

Nature of transaction:

Off market grant of share appreciation rights and  
performance shares

Periods of vesting:

Share appreciation rights vest in equal thirds on  
the third, fourth and fifth anniversary of the  
allocation. Performance shares vest after three  
years.

Date:

15 November 2013

Class of securities:

Share appreciation rights and performance shares

Strike price:

R33.18

Number of share appreciation  
rights allocated:

38 212

Number of performance shares  
allocated:

124 604

nature and extent of  
director's interest: Direct beneficial

4.

Name of director:  
CT Smith (Director of major subsidiary company)

Nature of transaction:  
Off market grant of share appreciation rights and,  
performance shares

Periods of vesting:  
Share appreciation rights vest in equal thirds on  
the third, fourth and fifth anniversary of the  
allocation. Performance shares vest after three  
years.

Date:  
15 November 2013

Class of securities:  
Share appreciation rights and performance shares

Strike price:  
R33.18

Number of Share Appreciation  
Rights allocated: 49 130

Number of Performance Shares  
allocated: 160 206

Number of Matching Restricted  
Shares(2010 allocation): 22 262

Nature and extent of  
director's Interest: Direct beneficial

5.

Name of Company Secretary:  
R Bisschoff (Company  
Secretary)

Nature of transaction:  
Off market grant of share appreciation rights and  
performance shares

Periods of vesting:  
Share appreciation rights vest in equal thirds on  
the third, fourth and fifth anniversary of the  
allocation. Performance shares vest after three  
years.

Date:  
15 November 2013

Class of securities:  
Share appreciation rights and performance shares

Strike price:  
R33.18

Number of Share Appreciation  
Rights allocated: 17 356

Number of Performance Shares  
allocated: 33 958

Nature and extent of  
director's interest: Direct beneficial



Prior clearance was obtained in respect of the above dealings by the directors.

For more details contact:

Marian van der Walt

Executive: Corporate and Investor Relations

+27 (0) 82 888 1242 (mobile)

Johannesburg, South Africa

18 November 2013

Sponsor:

J.P. Morgan Equities South Africa Proprietary 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: November 18, 2013

Harmony Gold Mining Company Limited

By: /s/ Frank Abbott

Name: Frank Abbott

Title: Financial Director