

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:
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Corporate Office:
Randfontein Office Park
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T: +27 (0)11 411 2000
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