

HARMONY GOLD MINING CO LTD

Form 6-K

November 20, 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 20 November 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 Ltd  
Registration number: 1950/038232/06  
Incorporated in the Republic of South Africa  
ISIN: ZAE000015228  
JSE share code: HAR  
("Harmony" or "the company")

#### DEALING IN SECURITIES BY DIRECTORS

In line with the provisions of the Harmony 2006 Share Plan, incentives/shares are allocated to directors in November each year.

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

1.

Name of director:

GP Briggs (Chief  
Executive Officer)

Company:

Harmony Gold Mining  
Company Limited

Nature of transaction:

Off market Grant of Share Appreciation Rights,  
Performance Shares, Restricted Shares and Matching  
Performance Shares

Periods of vesting:

Share Appreciation Rights vest in equal thirds on the  
third, fourth and fifth anniversary of the allocation.

Performance shares, Restricted Shares and Matching  
Performance Shares vest after three years.

Date:

16 November 2012

Class of securities:

Share Appreciation Rights, Performance Shares,  
Restricted Shares and Matching Performance Shares

Strike price: R68.84

Number of Share Appreciation

Rights allocated:

25 058

Number of Performance Shares

allocated:

130 738

Number of Restricted Shares:

32 684

Number of Matching

Performance Shares:

6 537

Nature and extent of  
director's interest:

Direct beneficial

2.

Name of director:

F Abbott (Financial  
Director)

Company:

Harmony Gold Mining  
Company Limited

Nature of transaction:

Off market Grant of Share Appreciation Rights,  
Performance Shares, Restricted Shares and Matching  
Performance Shares

Periods of vesting:

Share Appreciation Rights vest in equal thirds on the  
third, fourth and fifth anniversary of the allocation.  
Performance shares, Restricted Shares and Matching  
Performance Shares vest after three years.

Date:

16 November 2012

Class of securities:  
Share Appreciation Rights, Performance Shares,  
Restricted Shares and Matching Performance Shares

Strike price: R68.84

Number of Share Appreciation

Rights allocated:

16 204

Number of Performance Shares

allocated:

52 840

Number of Restricted Shares:

21 136

Number of Matching

Performance Shares:

4 227

Nature and extent of  
director's interest:

Direct beneficial

3.

Name of director:

HE Mashego (Executive  
Director)

Company:

Harmony Gold Mining  
Company Limited

Nature of transaction:

Off market Grant of Share Appreciation Rights,  
Performance Shares, Restricted Shares and Matching  
Performance Shares

Periods of vesting:

Share Appreciation Rights vest in equal thirds on the  
third, fourth and fifth anniversary of the allocation.  
Performance shares, Restricted Shares and Matching  
Performance Shares vest after three years.

Date:

16 November 2012

Class of securities:  
Share Appreciation Rights, Performance Shares,  
Restricted Shares and Matching Performance Shares

Strike price: R68.84

Number of Share Appreciation

Rights allocated:

11 694

Number of Performance Shares

allocated:

38 132

Number of Restricted Shares:

11 694

Number of Matching  
Performance Shares:

2 339

Nature and extent of  
director's interest:

Direct beneficial

4.

Name of Company Secretary:

R Bisschoff (Company  
Secretary)

Company:

Harmony Gold Mining  
Company Limited

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:

16 November 2012

Class of securities:

Share Appreciation Rights and Performance Shares

Strike price: R68.84

Number of Share Appreciation

Rights allocated:

7 818

Number of Performance Shares

allocated:

15 296

Nature and extent of

director's interest: Direct beneficial

5.

Name of director:

CT Smith (Director of major subsidiary company)

Company:

Harmony Gold Mining

Company Limited

Nature of transaction:

Off market Grant of Share Appreciation Rights,  
Performance Shares, Restricted Shares and Matching  
Performance Shares

Periods of vesting:

Share Appreciation Rights vest in equal thirds on the  
third, fourth and fifth anniversary of the allocation.

Performance shares, Restricted Shares and Matching  
Performance Shares vest after three years.

Date:

16 November 2012

Class of securities:

Share Appreciation Rights, Performance Shares,  
Restricted Shares and Matching Performance Shares

Strike price: R68.84

Number of Share Appreciation

Rights allocated:

15 035

Number of Performance Shares

allocated:

49 027

Number of Restricted Shares:

15 035

Number of Matching

Performance Shares:

3 007

Nature and extent of

director's Interest: Direct beneficial

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

For more details contact:

Henrika Basterfield

On +27 (0)82 759 1775

Johannesburg, South Africa

20 November 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: November 20, 2012

Harmony Gold Mining Company Limited

By:

/s/ Frank Abbott

Name: Frank Abbott

Title: Financial Director