

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 17 February 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 ☒ X

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 ☒ X

Harmony Gold Mining Company Ltd  
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

Name of director:	HE Mashego
Nature of transaction:	Off market exercise of share appreciation rights ("SARS") and on market sale of shares
Date:	16 February 2012
Class of Securities:	SARS/Ordinary Shares
Exercise price per SARS/Selling price per share:	R 97.50
Strike price per SARS:	R 77.81
Number of SARS exercised:	3 527
Number of ordinary shares sold	712
Total proceeds to incumbent:	R 69 446.63
Nature and extent of directors interest:	Direct beneficial

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

For more details contact:

Henrika Basterfield  
Investor Relations Officer  
+27 82 759 1775 (mobile)

Johannesburg, South Africa  
17 February 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: February 17, 2012

Harmony Gold Mining Company Limited

By: /s/ Hannes Meyer

Name: Hannes Meyer  
Title: Financial Director