

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<sup>th</sup> 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

Corporate Office:  
Randfontein Office Park  
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