

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 ☒ 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
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:
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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