

HARMONY GOLD MINING CO LTD

Form 6-K

November 17, 2011

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 November 2011

**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  
Incorporated in the Republic of South Africa  
Registration number: 1950/038232/06

JSE Share code: HAR

NYSE Share code: HMY

NASDAQ Share code: HMY

ISIN: ZAE000015228

**DEALING IN SECURITIES BY DIRECTORS**

Dealing in securities by directors of Harmony Gold Mining Company Limited (“the Company”).

The incentives/shares are allocated to directors on the 15<sup>th</sup>

of November 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:

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:

15 November 2011

Class of securities:

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

Strike price:

R104,79

Number of Share Appreciation

Rights allocated:

11,676

Number of Performance Shares  
allocated:

60,921

Number of Restricted Shares:

15,000

Number of Matching

Performance Shares:

3,000

Nature and extent of  
director's Interest:

Direct beneficial

2.

Name of director:

HO Meyer (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: 15 November 2011

Class of securities:

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

Strike price:

R104,79

Number of Share Appreciation

Rights allocated:

5,963

Number of Performance Shares

allocated:

19,446

Number of Restricted Shares:

10,000

Number of Matching

Performance Shares:

2,000

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: 15 November 2011

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

Strike price:  
R104,79

Number of Share Appreciation  
Rights allocated:  
5,361

Number of Performance Shares  
allocated: 17,482

Number of Restricted Shares: 8,000

Number of Matching  
Performance Shares:  
1,600

Nature and extent of  
director's Interest:  
Direct beneficial  
4.

Name of director:  
F Abbott (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: 15 November 2011

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

Strike price:  
R104,79

Number of Share Appreciation

Rights allocated:

6,585

Number of Performance Shares

allocated:

21,472

Number of Restricted Shares:

8,000

Number of Matching

Performance Shares:

1,600

Nature and extent of

director's Interest:

Direct beneficial

5.

Name of director:

A Pretorius (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: 15 November 2011

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

Strike price:

R104,79

Number of Share Appreciation

Rights allocated:

5,361

Number of Performance Shares

allocated:

17,482

Number of Restricted Shares:

8,000

Number of Matching

Performance Shares:

1,600

Nature and extent of  
director's Interest:

Direct beneficial

6.

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: 15 November 2011

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

Strike price:

R104,79

Number of Share Appreciation

Rights allocated:

5,361

Number of Performance Shares

allocated:

17,482

Number of Restricted Shares:

8,000

Number of Matching

Performance Shares:

1,600

Nature and extent of

director's Interest:

Direct beneficial

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

Johannesburg, South Africa

16 November 2011

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 17, 2011

Harmony Gold Mining Company Limited

By:

/s/ Hannes Meyer

Name: Hannes Meyer

Title: Financial Director