

GOLD FIELDS LTD

Form 6-K

April 12, 2011

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

For the month of April 2011

Commission File Number 1-31318

**Gold Fields Limited**

(Translation of registrant's name into English)

150 Helen Rd.

Sandown, Sandton 2196

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F...x... Form 40-F.....

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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...

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

Gold Fields Limited  
 (Reg. No. 1968/004880/06)  
 (Incorporated in the Republic of South Africa)  
 ("Gold Fields" or "the Company")

JSE, NYSE, DIFX Share Code: GFI  
 ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY A DIRECTOR**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr C Farrel, a Company Secretary of Gold Fields Limited, has exercised Share Options which were issued to him in terms of The GF Management Incentive Scheme, as amended.

**Share options** are offered at a strike price, with a third of the total share option grant vesting upon the second, third and fourth anniversaries of the grant date. The vested options can be exercised before the expiry date which is seven years from the grant date. The value of the Options which a participant may exercise will be the difference between the Share price at the date of exercise and the Strike price on the allocation date.

Details of the transaction are set out below:

**C Farrel**

|   |                       |
|---|-----------------------|
| Nature of transaction   |                       |
| On market sale of shares/options in terms of the above scheme   |                       |
| Transaction Date  | 30 March 2011         |
| Number of Shares/Options  | 4,734                 |
| Class of Security   | Ordinary Shares       |
| Strike price per share option   | R73.80                |
| Market price per share  | R117.7892             |
| Total Value   | R557,614.07           |
| Total proceeds  | R208,244.87           |
| Vesting Period  |                       |
| A third of the total share option grant vests upon the second, third and fourth anniversaries of the grant date and the options expire seven years from grant date. |                       |
| Nature of interest  | Direct and Beneficial |

In terms of paragraph 3.66 of the Listings requirements the necessary clearance to deal in the above securities has been obtained.

4 April 2011

Sponsor:

JP Morgan Equities Limited

Gold Fields Limited  
(Reg. No. 1968/004880/06)  
(Incorporated in the Republic of South Africa)  
Share Code: GFI  
ISIN Code: ZAE000018123

## DEALING IN SECURITIES

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields Limited has granted on 1 March 2011 (“the Grant Date”), Share Appreciation Rights (“SARS”) and Performance Vesting Restricted Shares (“PVRs”) to Mr MMC Mutloane a director of GFI Mining South Africa (Pty) Ltd, a major subsidiary of Gold Fields Limited, as set out below. The offer was accepted on 30 March 2011.

SARS are allocated at the volume weighted average price of Gold Fields shares over the 20 trading days preceding the Grant Date. SARS vest after three years and participants have a further three years in which to exercise the SARS. The value of the SARS which a participant may exercise will be the difference between the Fair Market Value at date of exercise and the Fair Market Value on the allocation date. The Company at its sole discretion can decide to settle the SARS by issuing shares of the equivalent value or in cash.

PVRs are conditionally awarded with the final number settled after three years dependent on the performance criteria set being met. The number of shares to be settled will range from 0% to 300% of the conditional award. The determined number of PVRs will be settled to the participant in shares or in cash at the Company’s discretion.

Name

**MMC Mutloane**

Position

Director of GFI Mining South

Africa (Pty) Ltd

Company

Gold Fields Limited

No of SARS granted

3,825

SARS strike price

R119.15

No of PVRs granted

2,175

PVRs strike price

Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Grant of SARS and PVRs

Vesting Period

The PVRs and SARS vest on the  
third anniversary of the Grant

Date

Nature of interest

Direct Beneficial

In accordance with section 3.66 of the Listings Requirements the  
necessary clearance was obtained to grant the abovementioned SARS  
and PVRs.

4 April 2011

Sponsor:

JP 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.

Date: 12 April 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs