

GOLD FIELDS LTD

Form 6-K

December 14, 2012

**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 December 2012

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 DIRECTORS OF THE COMPANY AND A DIRECTOR  
OF A MAJOR SUBSIDIARY**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mrs GM Wilson and Mr DN Murray, directors of Gold Fields Limited, have bought and/or sold their shares (Performance Vesting Restricted Shares ("PVRS")) which were awarded to them and have now settled in terms of The Gold Fields Limited 2005 Share Plan, as amended. Mr NJ Holland, the chief executive officer of the company, and Mr C Keyter, a director of a major subsidiary of the company, have bought and/or sold Bonus Shares ("BS") which were awarded to them in terms of The Gold Fields Limited 2012 Share Plan.

Details of the transaction are set out below:

**GM Wilson**

Nature of transaction

Off market purchase of shares in terms of the PVRS

Transaction Date

06 December 2012

Number of Shares

2378

Class of Security

Ordinary shares

Market Price per Share

R100.0509

Total Value

R237 921.04

Vesting Period

The award vests on the third anniversary following the grant date.

Nature of interest

Direct and Beneficial

**GM Wilson**

Nature of transaction

On market sale of shares in terms of the PVRS

Transaction Date

06 December 2012

Number of Shares

1722

Class of Security

Ordinary shares

Market Price per Share

R101.0018

Total Value

R173 925.10

Vesting Period

The award vests on the third anniversary following the grant date.

Nature of interest

Direct and Beneficial

**DN Murray**

Nature of transaction

On market sale of shares in terms of the PVRs

Transaction Date

06 December 2012

Number of Shares

4100

Class of Security

Ordinary shares

Market Price per share

R100.3500

Total Value

R411 435.00

Vesting Period

The award vests on the third anniversary following the grant date.

Nature of interest

Direct and Beneficial

**NJ Holland**

Nature of transaction

On market sale of shares in terms of the BS.

Transaction Date

06 December 2012

Number of Shares

11027

Class of Security

Ordinary shares

Market Price per share

R99.7243

Total Value

R1 099 659.86

Vesting Period

50% of the award vests 9 months following the grant date and the remaining 50% vests 18 months following the grant date.

Nature of interest

Direct and Beneficial

**C KEYTER**

Nature of transaction

Off market purchase of shares in terms of the BS.

Transaction Date

06 December 2012

Number of Shares

1458

Class of Security

Ordinary shares

Market Price per share

R100.0509

Total Value

R145 874.21

Vesting Period

50% of the award vests 9 months following the grant date and the

remaining 50% vests 18 months  
following the 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.

07 December 2012

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: 14 December 2012

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs