

GOLD FIELDS LTD

Form 6-K

June 10, 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 June 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)  
Share Code: GFI  
ISIN Code: ZAE000018123

## **DEALING IN SECURITIES**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that a director and a Company Secretary of Gold Fields Limited, as well as other directors of various subsidiaries of Gold Fields Limited, have acquired (off-market) and sold (on-market) some or all of the Gold Fields shares being the Performance Vesting Restricted Shares ("PVRS") allocated to them in terms of The Gold Fields Limited 2005 Share Plan as set out below.

PVRS are conditionally awarded and the actual number of PVRS which should be settled to a participant three years after the original award date is determined by the company's performance measured against the performance of five other major gold mining companies (the peer group) based on the relative change in the Gold Fields share price compared to the basket of respective US dollar share prices of the peer group. The number of shares to be settled will range from 0% to 200% of the conditional award.

### **NJ Holland**

Position

Director Gold Fields Ltd

Nature of transaction

Off market purchase and on market sale of shares in terms of the above scheme

Transaction Date

6 June 2011

Number of Shares

41,250

Class of Security

Ordinary Shares

Market price per share

R107.01

Total Value

R4,414,162.50

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**C Farrel**

Position

Company Secretary of Gold  
Fields Ltd

Nature of transaction

Off market purchase and on  
market sale of some of the  
shares acquired in terms of the  
above scheme

Transaction Date

6 June 2011

Number of Shares acquired/sold

2,625/1,077

Class of Security

Ordinary Shares

Market price per share

R107.01

Total proceeds

R165,651.48

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest  
Direct and Beneficial  
**MMC Mutloane**

Position  
Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction  
Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date  
6 June 2011

Number of Shares  
2,625

Class of Security  
Ordinary Shares  
Market price per share

R107.01

Total Value  
R280,901.25

Vesting Period  
The award vests on the third  
anniversary following the grant  
date

Nature of interest  
Direct and Beneficial

**TW Rowland**

Position  
Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction  
Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date  
6 June 2011

Number of Shares  
5,625

Class of Security  
Ordinary Shares  
Market price per share

R107.01

Total Value  
R601,931.25

Vesting Period  
The award vests on the third  
anniversary following the grant  
date

Nature of interest  
Direct and Beneficial

**MD Fleischer**

Position

Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction

Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date

6 June 2011

Number of Shares

19,200

Class of Security

Ordinary Shares

Market price per share

R107.01

Total Value

R2,054,592.00

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest

Direct and Beneficial

**J Pauley**

Position

Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction

Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date

6 June 2011

Number of Shares

5,625

Class of Security

Ordinary Shares

Market price per share

R107.01

Total Value

R601,931.25

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest

Direct and Beneficial

**JL Kruger**

Position

Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction

Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date

6 June 2011

Number of Shares

9,300

Class of Security

Ordinary Shares

Market price per share

R107.01

Total Value

R995,193.00

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest

Direct and Beneficial

**PL Turner**

Position

Director of major subsidiaries

of Gold Fields Ltd  
Nature of transaction  
Off market purchase and on  
market sale of shares in terms  
of the above scheme  
Transaction Date  
6 June 2011  
Number of Shares  
9,300  
Class of Security  
Ordinary Shares  
Market price per share  
R107.01  
Total Value  
R995,193.00  
Vesting Period  
The award vests on the third  
anniversary following the grant  
date  
Nature of interest  
Direct and Beneficial

**SM Govender**

Position

Director of major subsidiaries  
of Gold Fields Ltd

Nature of transaction

Off market purchase and on  
market sale of shares in terms  
of the above scheme

Transaction Date

6 June 2011

Number of Shares

12,400

Class of Security

Ordinary Shares

Market price per share

R107.01

Total Value

R1,326,924.00

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest

Direct and Beneficial

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

7 June 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: 8 June 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs