

GOLD FIELDS LTD

Form 6-K

March 19, 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 March 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- \_\_\_\_\_

1

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**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr J Pauley, Mr MD Fleischer, Mr TD McKeith, Mr JL Kruger, Mr TW Rowland, Mr MMC Mutloane and Mr SM Govender Directors of major subsidiaries of Gold Fields Limited have retained some or all and/or sold their shares (Performance Vesting Restricted Shares ("PVRs")) which were awarded to them in terms of the Gold Fields Limited 2005 Share Plan, as amended.

Details of the transaction are set out below:

### **J Pauley**

Nature of transaction  
On market sale of shares in terms of the above scheme.  
Transaction Date  
14 March 2012  
Number of Shares/Options  
16 200  
Class of Security  
Ordinary Shares  
Market Price per Share  
R113.8076  
Total Value  
R1,843,683.12  
Vesting Period  
The award vests on the third anniversary following grant date  
Nature of interest  
Direct and Beneficial

### **MD Fleischer**

Nature of transaction  
On market sale of shares in terms of the above scheme  
Transaction Date  
14 March 2012

Number of Shares/Options

69 990

Class of Security

Ordinary Shares

Market Price per Share

R113,8076

Total Value

R7,965,393.92

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

2

**TD McKeith**

Nature of transaction

On market sale of shares in terms of the above scheme.

Transaction Date

14 March 2012

Number of Shares/Options

69 990

Class of Security

Ordinary Shares

Market Price per Share

R113.8076

Total Value

R7,965,393.92

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**JL Kruger**

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

14 March 2012

Number of Shares/Options

30 600

Class of Security

Ordinary Shares

Market Price per Share

R113.8076

Total Value

R3,482,512.56

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**TW Rowland**

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

14 March 2012

Number of Shares/Options

40 170

Class of Security  
Ordinary Shares  
Market Price per Share  
R113.8076  
Total Value  
R4,571,651.29  
Vesting Period  
The award vests on the third  
anniversary following grant date  
Nature of interest  
Direct and Beneficial

**MMC Mutloane**

Nature of transaction  
On market sale of shares in terms of  
the above scheme  
Transaction Date  
14 March 2012  
Number of Shares/Options  
14 790  
Class of Security  
Ordinary Shares  
Market Price per Share  
R113.8076  
Total Value  
R1,683,214.40  
Vesting Period  
The award vests on the third  
anniversary following grant date  
Nature of interest  
Direct and Beneficial

3

**SM Govender**

Nature of transaction

On market sale of shares in terms of the above scheme.

Transaction Date

14 March 2012

Number of Shares/Options

12 798

Class of Security

Ordinary Shares

Market Price per Share

R113.8076

Total Value

R1,456,509.66

Vesting Period

The award vests on the third anniversary following grant date

**SM Govender**

Nature of transaction

Off market acquisition of shares in terms of the above scheme.

Transaction Date

14 March 2012

Number of Shares/Options

18 042

Class of Security

Ordinary Shares

Market Price per Share

R113.8076

Total Value

R2,053.316.72

Vesting Period

The award vests on the third anniversary following grant date

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

16 March 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: 16 March 2012

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs