

GOLD FIELDS LTD

Form 6-K

August 17, 2010

**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 August 2010

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**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Messrs MD Fleischer and PA Schmidt, directors of major subsidiaries and Gold Fields Limited respectively, have 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 transactions are set out below:

**MD Fleischer**

Nature of transaction  
On market sale of shares  
Transaction Date  
13 August 2010  
Number of Shares  
2986  
Class of Security  
Ordinary shares  
Price per Share  
R103.09  
Total Value  
R307,826.74  
Vesting Period  
The award vests on the third anniversary following the grant date  
Nature of interest  
Direct and Beneficial

**PA Schmidt**

Nature of transaction  
On market sale of shares  
Transaction Date  
16 August 2010  
Number of Shares  
452  
Class of Security  
Ordinary shares  
Price per Share  
R102.50  
Total Value  
R46,330.00  
Vesting Period  
The award vests on the third anniversary following the grant date  
Nature of interest  
Direct and Beneficial

In terms of paragraph 3.66 of the Listings requirements the necessary clearance for Messrs MD Fleischer and PA Schmidt to deal in the above securities has been obtained.

16 August 2010

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 August 2010

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs