

GOLD FIELDS LTD

Form 6-K

March 03, 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 March 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 Paul A Schmidt, a director 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:

PA Schmidt

Nature of transaction

On market sale of shares/options in terms of the above scheme

Transaction Date

1 March 2011

Number of Shares/Options

15,934

Class of Security

Ordinary Shares

Strike price per share option

Please refer to the table below

Market price per share

R124.28

Total Value

R1,980,341

Total proceeds

R789,255

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

NAME
SURNAME
NUMBER OF
OFFER
MARKET
TRANSACTION
SHARES/OPTIONS
PRICE
(ZAR)
PRICE
(ZAR)
DATE
Paul Schmidt
500
84.17
124.284
01/03/2011
2534
83.85
124.284
01/03/2011
900
93.49
124.284
01/03/2011
2400
83.18
124.284
01/03/2011
2400
76.75
124.284
01/03/2011
1200
67.93
124.284
01/03/2011
2400
63.65
124.284
01/03/2011
2400
63.65
124.284
01/03/2011

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

obtained.

3 March 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: 3 March 2011

GOLD FIELDS LIMITED

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor
Relations and Corporate Affairs