

GOLD FIELDS LTD

Form 6-K

March 11, 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)  
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 the below listed directors of Gold Fields Limited and/or various subsidiaries of Gold Fields Limited and the Company Secretary, have acquired (off-market) and/or sold (on-market) 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 of Gold Fields Ltd

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

26,726

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R3,273,400.48

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 in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

2,611

Class of Security

Ordinary Shares

Market price per share

R121.00

Total Value

R315,931

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**PA Schmidt**

Position

Director of Gold Fields Limited

Nature of transaction

Off market acquisition of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

1,000

Class of Security

Ordinary Shares

Market price per share

R121.00

Total Value

R121,000.00

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**MD Fleischer**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

18,492

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R2,264,900.16

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**TW Rowland**

Position

Director on various Gold Fields subsidiaries

Nature of transaction  
On market sale of shares in  
terms of the above scheme  
Transaction Date  
7 March 2011  
Number of Shares  
3,611  
Class of Security  
Ordinary Shares  
Market price per share  
R122.48  
Total Value  
R442,275.28  
Vesting Period  
The award vests on the third  
anniversary following the grant  
date  
Nature of interest  
Direct and Beneficial

**PL Turner**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

8,957

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R1,097,053.36

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**JL Kruger**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

13,435

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R1,645,518.80

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**TD McKeith**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

18,492

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R2,264,900.16

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**J Pauley**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

3,611

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R442,275.28

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**C Farrel**

Position

Company Secretary

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

1,053

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R128,971.44

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**C Farrel**

Position

Company Secretary

Nature of transaction

Off market acquisition of  
shares in terms of the above  
scheme

Transaction Date

7 March 2011

Number of Shares

1,475

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R180,658.00

Vesting Period

The award vests on the third  
anniversary following the grant  
date

Nature of interest

Direct and Beneficial

**SM Govender**

Position

Director on various Gold Fields subsidiaries

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

7 March 2011

Number of Shares

8,957

Class of Security

Ordinary Shares

Market price per share

R122.48

Total Value

R1,097,053.36

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.

10 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.

Dat: March 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs