

GOLD FIELDS LTD

Form 6-K

November 24, 2008

**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

November 2008

Commission File Number 1-31318

**Gold Fields Limited**

(Translation of registrant's name into English)

24 St. Andrews Rd.

Parktown, 2193

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- \_\_\_\_\_

SENS announcement 21 November 2008

**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**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that the Gold Fields Restricted Shares, allocated to the Non-Executive Directors on 11 November 2005, were settled to the Non-Executive Directors on 21 November 2008 in accordance with the rules of The Gold Fields Limited 2005 Non-Executive Share Plan, as follows:

Name	A J Wright
Position	Non-Executive Director
Company	
Gold Fields Limited	
No of Restricted Shares settled	
3,000	
Restricted Shares strike price	
Nil	
Class of underlying security to which rights attach	
Ordinary shares	
Nature of transaction	
Settlement of Restricted Shares	
Vesting Period	
The Restricted Shares are settled on the third anniversary of the Grant Date, adjusted to provide for any applicable closed period	
Nature of interest	
Direct Beneficial	

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Name	K Ansah
Position	Non-Executive Director
Company	
Gold Fields Limited	
No of Restricted Shares settled	
3,000	
Restricted Shares strike price	
Nil	
Class of underlying security to which rights attach	
Ordinary shares	
Nature of transaction	
Settlement of Restricted Shares	
Vesting Period	
The Restricted Shares are settled on the third anniversary of the Grant Date, adjusted to provide for any applicable closed period	
Nature of interest	
Direct Beneficial	

Name	R L Pennant-Rea
Position	Non-Executive Director
Company	
Gold Fields Limited	
No of Restricted Shares settled	
3,000	
Restricted Shares strike price	
Nil	
Class of underlying security to which rights attach	
Ordinary shares	
Nature of transaction	
Settlement of Restricted Shares	
Vesting Period	
The Restricted Shares are settled on the third anniversary of the Grant Date, adjusted to provide	

for any applicable closed  
period  
Nature of interest  
Direct Beneficial

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Name	CI von Christierson
Position	Non-Executive Director

Company  
Gold Fields Limited

No of Restricted Shares  
settled  
3,000

Restricted Shares strike  
price  
Nil

Class of underlying security  
to which rights attach  
Ordinary shares

Nature of transaction  
Settlement of Restricted  
Shares

Vesting Period  
The Restricted Shares are  
settled on the third  
anniversary of the Grant  
Date, adjusted to provide  
for any applicable closed  
period

Nature of interest  
Direct Beneficial

21 November 2008

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: 21 November 2008

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs