

GOLD FIELDS LTD

Form 6-K

May 23, 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 May 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- \_\_\_\_\_

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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 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. C Farrel, a Company Secretary 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:

### C Farrel

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

21 May 2012

Number of Shares/Options

605

Class of Security

Ordinary Shares

Strike price per share option R93.49

Market price per share

R102.0055

Total Value

R61,713.3275

Total proceeds

R5,151.8775

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

**C Farrel**

Nature of transaction

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

Transaction Date

21 May 2012

Number of Shares/Options

28

Class of Security

Ordinary Shares

Market price per share

R101.9900

2

Total Value

R2,855.72

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

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

22 May 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: 23 May 2012

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs