

GOLD FIELDS LTD

Form 6-K

November 28, 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 November 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 DIRECTORS AND COMPANY SECRETARY**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited ("the Listing Requirements") we hereby advise that Messrs DN Murray, K Ansah, RL Pennant-Rea, directors of Gold Fields Limited have exercised Restricted Shares which were issued to them in terms of the Gold Fields Limited 2005 Non Executive Share Plan.

Mr C Farrel, 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 and Share Appreciation Rights ("SARS") which were issued to him in terms of The Gold Fields Limited 2005 Share Plan.

Details of the transactions are set out below.

**SARS** are allocated at the volume weighted average price of Gold Fields shares over the 20 trading days preceding the Grant Date. SARS vest after three years and participants have a further three years in which to exercise the SARS. The value of the SARS which a participant may exercise will be the difference between the Fair Market Value at date of exercise and the Fair Market Value on the allocation date.

**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:

**Mr K Ansah**

Nature of transaction  
On market sale of shares  
Transaction Date  
23 November 2011  
Number of Shares  
5 000  
Class of Security  
Ordinary shares  
Price per Share  
R132.0200  
Total Value  
R660,100.00  
Vesting Period  
The award vests on the third  
anniversary following the grant  
date  
Nature of interest  
Direct and Beneficial

**Mr RL Pennant–Rea**

Nature of transaction  
On market sale of shares  
Transaction Date  
24 November 2011  
Number of Shares  
2 153  
Class of Security  
Ordinary shares  
Price per Share  
R132.4732  
Total Value  
R285.214.80  
Vesting Period  
The award vests on the third  
anniversary following the grant  
date  
Nature of interest  
Direct and Beneficial

**Mr RL Pennant–Rea**

Nature of transaction  
Off market acquisition of shares  
Transaction Date  
24 November 2011  
Number of Shares  
2847

Class of Security

Ordinary shares

Price per Share

R132.4732

Total Value

R377,151.20

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**Mr DN Murray**

Nature of transaction

On market sale of shares

Transaction Date

24 November 2011

Number of Shares

5 000

Class of Security

Ordinary shares

Price per Share

R133.6207

Total Value

R668,103.50

Vesting Period

The award vests on the third anniversary following the grant date

Nature of interest

Direct and Beneficial

**Mr C Farrel**

Nature of transaction

On market sale of shares/Off market exercise of SARS in terms of the Scheme.

Transaction Date

23 November 2011

Number of Shares/Options

192

Class of Security

Ordinary Shares

Strike price per share option R125.28

Market price per share

R132.2000

Total Value

R25,382.40

Vesting Period

SARS vest after three years and participants have a further three years in which to exercise the SARS.

Nature of interest

Direct and Beneficial

**Mr C Farrel**

Nature of transaction

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

Transaction Date

23 November 2011

Number of Shares/Options

9466

Class of Security

Ordinary Shares

Strike price per share option R73.80

Market price per share

132.2000

Total Value

R1,251,405.20

Total proceeds

R552,814.40

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.

25 November 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: 28 November 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs