

GOLD FIELDS LTD

Form 6-K

November 18, 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- \_\_\_\_\_

**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 the JSE Limited, shareholders are advised that Gold Fields has granted, on 12 November 2008, Restricted Shares to the Non-Executive Directors set out below.

Restricted Shares are awarded at a zero strike price and are settled after a period of 36 months has elapsed.

|          |                        |
|----------|------------------------|
| Name     | A J Wright             |
| Position | Non-Executive Director |

|         |                     |
|---------|---------------------|
| Company | Gold Fields Limited |
|---------|---------------------|

|                                 |       |
|---------------------------------|-------|
| No of Restricted Shares granted | 7,600 |
|---------------------------------|-------|

|                                |     |
|--------------------------------|-----|
| Restricted Shares strike price | Nil |
|--------------------------------|-----|

|   |                 |
|---|-----------------|
| Class of underlying security to which rights attach | Ordinary shares |
|---|-----------------|

|                       |   |
|-----------------------|---|
| Nature of transaction | Grant of Restricted Shares  |
| Vesting Period        | The Restricted Shares are settled on the third anniversary of the Grant |

|      |  |
|------|--|
| Date |  |
|------|--|

|                    |                   |
|--------------------|-------------------|
| Nature of interest | Direct Beneficial |
|--------------------|-------------------|

|          |                        |
|----------|------------------------|
| Name     | K Ansah                |
| Position | Non-Executive Director |

|         |                     |
|---------|---------------------|
| Company | Gold Fields Limited |
|---------|---------------------|

|                                 |       |
|---------------------------------|-------|
| No of Restricted Shares granted | 5,000 |
|---------------------------------|-------|

|                                |     |
|--------------------------------|-----|
| Restricted Shares strike price | Nil |
|--------------------------------|-----|

|   |                 |
|---|-----------------|
| Class of underlying security to which rights attach | Ordinary shares |
|---|-----------------|

|                       |                            |
|-----------------------|----------------------------|
| Nature of transaction | Grant of Restricted Shares |
|-----------------------|----------------------------|

Vesting Period

The Restricted Shares are settled on the third anniversary of the Grant

Date  
Nature of interest  
Direct Beneficial  
Name  
Position  
Company  
Gold Fields Limited  
No of Restricted Shares  
granted  
5,000  
Restricted Shares strike  
price  
Nil

J G Hopwood  
Non-Executive Director

Class of underlying security  
to which rights attach  
Ordinary shares  
Nature of transaction  
Grant of Restricted Shares  
Vesting Period  
The Restricted Shares are  
settled on the third  
anniversary of the Grant  
Date

Nature of interest  
Direct Beneficial  
Name  
Position  
Company  
Gold Fields Limited  
No of Restricted Shares  
granted  
5,000  
Restricted Shares strike  
price  
Nil

G Marcus  
Non-Executive Director

Class of underlying security  
to which rights attach  
Ordinary shares  
Nature of transaction  
Grant of Restricted Shares  
Vesting Period  
The Restricted Shares are  
settled on the third  
anniversary of the Grant  
Date

Nature of interest  
Direct Beneficial  
Name  
Position  
Company  
Gold Fields Limited

D N Murray  
Non-Executive Director

No of Restricted Shares  
granted  
5,000  
Restricted Shares strike  
price  
Nil  
Class of underlying security  
to which rights attach  
Ordinary shares  
Nature of transaction  
Grant of Restricted Shares  
Vesting Period  
The Restricted Shares are  
settled on the third

anniversary of the Grant

Date

Nature of interest

Direct Beneficial

Name

D M J Ncube

Position

Non-Executive Director

Company

Gold Fields Limited

No of Restricted Shares

granted

5,000

Restricted Shares strike

price

Nil

Class of underlying security

to which rights attach

Ordinary shares

Nature of transaction

Grant of Restricted Shares

Vesting Period

The Restricted Shares are

settled on the third

anniversary of the Grant

Date

Nature of interest

Direct Beneficial

Name

R L Pennant-Rea

Position

Non-Executive Director

Company

Gold Fields Limited

No of Restricted Shares

granted

5,000

Restricted Shares strike

price

Nil

Class of underlying security

to which rights attach

Ordinary shares

Nature of transaction

Grant of Restricted Shares

Vesting Period

The Restricted Shares are

settled on the third

anniversary of the Grant

Date

Nature of interest

Direct Beneficial

The grant of these Restricted Shares was approved by shareholders at the Company's Annual General Meeting held

on Wednesday, 12 November 2008.  
12 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: 12 November 2008

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs