

GOLD FIELDS LTD

Form 6-K

March 01, 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 February 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 A 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 Rupert L. Pennant-Rea, a director of Gold Fields Limited, has exercised 10 000 Share Options which were issued to him in terms of The GF Non-Executive Director Share Plan, as amended.

**Share options** are offered at a strike price and vest after 12 months with a further four years within which the participant can exercise the options before the expiry date (total of five years from date of acceptance before the options would expire). 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 transactions are set out below:

**RL Pennant-Rea**

Nature of transaction

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

Transaction Dates

23 and 24 February 2011 respectively

Number of Shares/Options

701 and 7,127 respectively

Class of Security

Ordinary Shares

Strike price per share option

R88.38

Market price per share

R125.82 and R124.70 respectively

Total Value

R976,936.72 (R88,199.82/R888,736.90)

Total proceeds

R284,789.64

Vesting Period

The options vests one year after acceptance with a further four years within which the participants can exercise the options before the expiry date.

Nature of interest

Direct and Beneficial

**RL Pennant-Rea**

Nature of transaction

Off market acquisition of shares/options in terms of the above scheme

Transaction Date

24 February 2011

Number of Shares/Options

2,172

Class of Security

Ordinary Shares

Strike price per share option

R88.38

Market price per share

R124.70

Total Value

R270,848.40

Total cost

R191,961.36

Vesting Period

The options vests one year after acceptance with a further four years within which the participants can exercise the options before the expiry 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 February 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: February 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs