

GOLD FIELDS LTD

Form 6-K

November 15, 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- \_\_\_\_\_

1

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 NJ Holland, a Director of Gold Fields Limited has exercised Share Appreciation Rights (SARS) which were issued to him in terms of the Gold Fields Limited 2005 Share Plan.

**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. The Company at its sole discretion can decide to settle the SARS by issuing shares of the equivalent value or in cash.

Details of the transaction are set out below:

### **NJ Holland**

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

14 November 2011

Number of Shares/Options

732

Class of Security

Ordinary Shares

Strike price per share option R125.28

Market price per share

R137.1777

Total Value

R100,414.07

Total proceeds

R8,703.48

Vesting Period

SARS vest after three years of grant and participants have a further three years before expiry.

Nature of interest  
Direct and Beneficial

**NJ Holland**

Nature of transaction  
On market sale of shares in terms of  
the above scheme  
Transaction Date  
14 November 2011  
Number of Shares/Options  
1345  
Class of Security  
Ordinary Shares  
Strike price per share option R124.19  
Market price per share  
R137.1777

2

Total Value

R184,504.00

Total proceeds

R17,458.10

Vesting Period

SARS vest after three years of grant and participants have a further three years before expiry.

Nature of interest

Direct and Beneficial

**NJ Holland**

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

14 November 2011

Number of Shares/Options

2758

Class of Security

Ordinary Shares

Strike price per share option R107.59

Market price per share

R137.1777

Total Value

R378,336.09

Total proceeds

R81,581.64

Vesting Period

SARS vest after three years of grant and participants have a further three years before expiry.

Nature of interest

Direct and Beneficial

**NJ Holland**

Nature of transaction

On market sale of shares in terms of the above scheme

Transaction Date

14 November 2011

Number of Shares/Options

7978

Class of Security

Ordinary Shares

Strike price per share option R103.99

Market price per share

R137.1777

Total Value

R1,094,403.69

Total proceeds

R264,710.04

Vesting Period

SARS vest after three years of grant and participants have a further three years before expiry.

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.

14 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: 15 November 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs