

GOLD FIELDS LTD

Form 6-K

February 22, 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 February 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 J Pauley, a Director of a major subsidiary 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:

J Pauley

Nature of transaction
On market sale of shares/Off market
exercise of options
Transaction Date
17 February 2012
Number of Shares/Options
1,200
Class of Security
Ordinary Shares
Strike price per share option R83.18
Market price per share
R125.6598
Total Value
R150,791.80
Total proceeds
R51,000.00
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

J Pauley

Nature of transaction

On market sale of shares/Off market

exercise of options

Transaction Date

17 February 2012

Number of Shares/Options

1,200

Class of Security

Ordinary Shares

Strike price per share option R76.75

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Market price per share

R125.6598

Total Value

R150,791.80

Total proceeds

R58,680.00

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.

21 February 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: 21 February 2012

GOLD FIELDS LIMITED

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor
Relations and Corporate Affairs