

GOLD FIELDS LTD

Form 6-K

April 01, 2009

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 March 2009

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, NASDAQ Dubai - Share Code: GFI
NYX Code: GFLB, and SWX Code: GOLJ
ISIN: ZAE000018123

DEALING IN SECURITIES

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields has granted, on 2 March 2009 ("the Grant Date"), Share Appreciation Rights ("SARS") and Performance Vesting Restricted Shares ("PVRS") to the directors set out below. These offers were accepted by the directors on 30 March 2009.

SARS are offered at a fixed strike price, 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 the 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.

PVRS are offered at a zero strike price. In terms of the Plan, certain Performance Criteria have been imposed, which must be satisfied before the Settlement of any PVRS to the participant. The Criteria shall be measured over the three year measurement period. The Target Performance Criteria has been set at the Company's expected gold production over the three year measurement period. In addition, the number of PVRS to be settled may be increased by up to 300% of the number of PVRS conditionally awarded to the participant, depending on the performance of the Company relative to its peer group.

Name MD

Fleischer

Position Director

Company

GFI Mining South Africa (Pty)

Ltd, GFL Mining Services Ltd

and Gold Fields Group Services

(Pty) Ltd

No of SARS granted

20,400

SARS strike price

R109.66

No of PVRS granted

23,330

PVRS strike price

Nil

Class of underlying security to
which rights attach

Ordinary shares

Nature of transaction

Grant of SARS and PVRs

Vesting Period

The PVRs and SARS vest on the
third anniversary of the Grant

Date

Nature of interest

Direct Beneficial

Name
P A Schmidt
Position Director
Company
GFI Mining South Africa (Pty)
Ltd and Gold Fields Group
Services (Pty) Ltd
No of SARS granted
14,390
SARS strike price
R109.66
No of PVRs granted
18,750
PVRs strike price
Nil
Class of underlying security to
which rights attach
Ordinary shares
Nature of transaction
Grant of SARS and PVRs
Vesting Period
The PVRs and SARS vest on the
third anniversary of the Grant
Date
Nature of interest
Direct Beneficial

In accordance with section 3.66 of the Listings Requirements the necessary clearance was obtained to grant the abovementioned SARS and PVRs.

31 March 2009

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: 31 March 2009

GOLD FIELDS LIMITED

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor
Relations and Corporate Affairs