

GOLD FIELDS LTD

Form 6-K

May 21, 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 May 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 BY A DIRECTOR**

In compliance with paragraph 3.63 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that for financial planning purposes Mr. D Roets, a director of GFL Mining Services Limited, a wholly owned subsidiary of Gold Fields, has sold shares pursuant to the exercise of options which had been issued to him. Details of the transactions are set out below:

Nature of Transaction:

Sale pursuant to the exercise of options

Transaction Date:

11 May 2009

11 May 2009

Number of Shares:

2 500

2 500

Class of Security:

Ordinary shares

Ordinary shares

Price per Share:

R101.8980

R101.0100

Total Value:

R254 745.00

R252 525.00

Option Strike Price:

R76.50

R67.93

Option Strike Date:

1 October 2004

25 February 2005

Vesting Period : A third of the total share option grant vests upon the second, third and fourth anniversaries of the grant date. Share options expire 7 years from the grant date.

Nature of interest : Direct and Beneficial

In terms of paragraph 3.66 of the Listings requirements prior clearance for Mr. D Roets to deal in the above securities has been obtained.

20 May 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: 20 May 2009

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs