

GOLD FIELDS LTD

Form 6-K

November 25, 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- \_\_\_\_\_

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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 OF A MAJOR SUBSIDIARY**

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 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:

### **J PAULEY**

Nature of transaction  
Off market exercise of options  
and on market sale of shares in  
terms of the above scheme

Transaction Date  
22 November 2011

Number of  
Shares/Options

2,282

Class of Security

Ordinary Shares

Strike price per share  
option

R103.99

Market price per share

R125.5000

Total Value

R286.391.00

Total proceeds

R49,085.82

Vesting Period

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

Nature of interest

Direct and Beneficial

2

**J PAULEY**

Nature of transaction  
Off market exercise of options  
and on market sale of shares in  
terms of the above scheme

Transaction Date

22 November 2011

Number of  
Shares/Options

1,356

Class of Security

Ordinary Shares

Strike price per share  
option

R107.59

Market price per share

R125.5000

Total Value

R170,178.00

Total proceeds

R24,285.96

Vesting Period

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

Nature of interest

Direct and Beneficial

**J PAULEY**

Nature of transaction  
Off market exercise of options  
and on market sale of shares in  
terms of the above scheme

Transaction Date

22 November 2011

Number of  
Shares/Options

466

Class of Security

Ordinary Shares

Strike price per share  
option

R124.19

Market price per share

R125.5000

Total Value

R58,483.00

Total proceeds

R610.46

Vesting Period

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

Nature of interest

Direct and Beneficial

**J PAULEY**

Nature of transaction

Off market exercise of options and on market sale of shares in terms of the above scheme

Transaction Date

22 November 2011

Number of

Shares/Options

388

3

Class of Security

Ordinary Shares

Strike price per share  
option

R125.28

Market price per share

R125.5000

Total Value

R48,694.00

Total proceeds

R85.36

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.

22 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: 24 November 2011

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs