

GOLD FIELDS LTD

Form 6-K

May 28, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

**Report of Foreign Private Issuer**

**Pursuant to Rules 13a-16 or 15d-16 under**

the Securities Exchange Act of 1934

Dated 28 May, 2013

Commission File Number: 001-31318

**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

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):

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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):

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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 DIRECTORS OF GOLD FIELDS LIMITED AND MAJOR SUBSIDIARIES**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Messrs NJ Holland, a director of Gold Fields Limited and Messrs MD Fleischer, a director of a major subsidiary have retained all Performance Vesting Restricted Shares ("PVRS") which were awarded to them in terms of The Gold Fields Limited 2005 Share Plan, as amended. Mr. PA Schmidt, a director of Gold Fields Limited only sold sufficient shares to cover the tax liability and has retained the remaining shares which were awarded in terms of The Gold Fields Limited 2005 Share Plan, as amended.

Details of the transaction are set out below:

**NJ Holland**

Nature of transaction  
Off market acquisition of shares in terms of the above scheme  
Transaction Date  
27 May 2013  
Number of Shares  
173,084  
Class of Security  
Ordinary shares  
Market Price per Share  
R62.8428  
Total Value  
R10 877 083.20  
Vesting Period  
The award vests on the third anniversary following the grant date.

Nature of interest  
Direct and Beneficial

**MD Fleischer**

Nature of transaction  
Off market acquisition of shares in terms of the above scheme  
Transaction Date  
27 May 2013  
Number of Shares  
54,784  
Class of Security  
Ordinary shares  
Market Price per Share  
R62.8428

Total Value

R3,442,779.96

Vesting Period

The award vests on the third anniversary following the grant date.

Nature of interest

Direct and Beneficial

**PA Schmidt**

Nature of transaction

Off market acquisition of shares in terms of the above scheme

Transaction Date

27 May 2013

Number of Shares

30,864

Class of Security

Ordinary shares

Market Price per Share

R62.8428

Total Value

R1,939,580.18

Vesting Period

The award vests on the third anniversary following the grant date.

Nature of interest

Direct and Beneficial

**PA Schmidt**

Nature of transaction

On market sale of shares in terms of the above scheme to cover the tax liability for the shares that settled.

Transaction Date

24 May 2013

Number of Shares/Options

25,366

Class of Security

Ordinary Shares

Market Price per Share

R 56.0155

Total Value

R 1,420,889.17

Vesting Period

The award vests on the third anniversary following 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.

28 May 2013

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 authorised.

GOLD FIELDS LIMITED

Dated: May 28, 2013

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer