

GOLD FIELDS LTD

Form 6-K

December 20, 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 December 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... 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, DIFX Share Code: GFI  
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY A 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 Options which were issued to him in terms of The GF Management Incentive Scheme, as amended and has sold Bonus Shares ("BS") which were awarded to him in terms of the Gold Fields Limited 2012 Share Plan.

**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

Off market exercise of options / On market sale of shares in terms of the above scheme

Transaction Date

18 December 2012

Number of Shares

2400

Class of Security

Ordinary shares

Strike Price per share  
option

R63.65

Market Price per share

R100.6248

Total Value

R241 499.52

Total proceeds

R88 739.52

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

Off market exercise of options / On market sale of shares in terms of the above scheme

Transaction Date

18 December 2012

Number of Shares

2400

Class of Security

Ordinary shares

Strike Price per share  
option

R63.65

Market Price per share

R100.5833

Total Value

R241 399.92

Total proceeds

R88 639.92

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 in terms of  
the BS

Transaction Date

18 December 2012

Number of Shares

2463

Class of Security

Ordinary shares

Market Price per share

R100.0010

Total Value

R246 302.46

Vesting Period

50% of the award vests 9 months  
following the grant date and the  
remaining 50% vests 18 months  
following the 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.

19 December 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: 20 December 2012

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs