

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