

GOLD FIELDS LTD

Form 6-K

June 04, 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 4 June 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):

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):

Gold Fields Limited
(Reg. No. 1968/004880/06)
(Incorporated in the Republic of South Africa)
Share Code: GFI
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY THE COMPANY SECRETARY AND A DIRECTOR OF
A MAJOR SUBSIDIARY**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields Limited has granted on 1 March 2013 (“the Grant Date”), Performance Shares and Bonus Shares to the executives of Gold Fields in terms of the Gold Fields Limited 2012 Share Plan as set out below.

Performance Shares are conditionally awarded with the final number settled after three years dependent on market and non-market conditions being met. The number of shares to be settled will range from 0% to 200% of the conditional award. The determined number of Performance Shares will be settled to the participant in shares.

Bonus Shares are linked to the annual bonus whereby the equivalent of two-thirds of the cash bonus is granted in Bonus Shares.

Name

K Robinson

Position

Company Secretary

Company

Gold Fields Limited

No of Performance Shares
granted and accepted

6,261

No of Bonus Shares issued and
accepted

2,782

Performance Share and Bonus
Share strike price

Nil

Class of underlying security to
which rights attach

Ordinary shares

Nature of transaction

Acceptance of Performance
Shares and Bonus Shares

Vesting Period

The Performance Shares vest on
the third anniversary of the
Grant Date and the Bonus Shares

vest in equal parts on 9 months
and 18 months of the Grant Date
Nature of interest
Direct and Beneficial

Name

Tommy McKeith

Position

Director of a Major Subsidiary

Company

Gold Fields Limited

No of Performance Shares

granted and accepted

86,813

No of Bonus Shares issued and

accepted

35,070

Performance Share and Bonus

Share strike price

Nil

Class of underlying security to
which rights attach

Ordinary shares

Nature of transaction

Acceptance of Performance

Shares and Bonus Shares

Vesting Period

The Performance Shares vest on

the third anniversary of the

Grant Date and the Bonus Shares

vest in equal parts on 9 months

and 18 months of the Grant Date

Nature of interest

Direct and Beneficial

In accordance with section 3.66 of the Listings Requirements, the necessary clearance was obtained to grant the abovementioned Performance Shares and Bonus Shares.

31 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:

4

June

2013

By:

/s/ Nicholas J. Holland

Name: Nicholas J. Holland

Title: Chief Executive Officer