

GOLD FIELDS LTD

Form 6-K

May 26, 2006

**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 May 2006

Commission File Number 1-31318

**Gold Fields Limited**

(Translation of registrant's name into English)

24 St. Andrews Rd.

Parktown, 2193

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)  
Share Code: GFI  
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY A DIRECTOR**

In compliance with paragraph 3.63 of the Listings Requirements of JSE Limited (“the Listings Requirements”) we hereby advise that for financial planning purposes Mr. I D Cockerill has sold shares pursuant to the exercise of options which has been issued to him. Details of these transactions are set out below:

A. Nature of Transaction  
: Sale pursuant to the exercise of options  
Transaction Date  
: 12 May 2006  
Number of Shares  
:  
70,000  
Class of Security  
: Ordinary shares  
Average Price per Share  
: R 161.9355  
Total Value  
: R11 335 485.00  
Option Strike Price  
: 70 000 options at a strike price of R20.90  
Option Strike Date  
: 1 October 1999  
Vesting Periods  
: A third of the total share option grant vests upon the second anniversary of the grant date and a further third of the total option grant vests annually on future anniversaries of the grant date and share options expire no later than 7 years from the grant date.  
Nature of Interest  
: Directly beneficial

In terms of paragraph 3.66 of the Listings requirements prior clearance for Mr. I D Cockerill to deal in the above securities has been obtained from the Chairman of the Board of Gold Fields Limited.

12 May 2006  
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: 23 May 2006

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs