

GOLD FIELDS LTD

Form 6-K

June 30, 2008

**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 June 2008

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**

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 2 June 2008 (“the Grant Date”), Share Appreciation Rights (“SARS”) and Performance Vesting Restricted Shares (“PVRs”) to the directors and company secretary set out below. These offers were accepted by the directors and company secretary during the period ending 24 June 2008.

SARS are allocated at the volume weighted average price of Gold Fields shares over the 20 trading days preceding the Grant Date. SARS 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 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 conditionally awarded with the final number settled after three years dependent on the performance criteria set being met. The number of shares to be settled will range from 0% to 300% of the conditional award. The determined number of PVRs will be settled to the participant in shares or in cash at the Company’s discretion.

Name NJ

Holland

Position

Chief Executive Officer

Company

Gold Fields Limited

No of SARS granted

19 200

SARS strike price

R103.99

No of PVRs granted

27 500

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                                                                  | TP Goodlace  |
| Position                                                              |              |
| Chief Operating Officer                                               |              |
| Company                                                               |              |
| Gold Fields Limited                                                   |              |
| No of SARS granted                                                    |              |
| 21 150                                                                |              |
| SARS strike price                                                     |              |
| R103.99                                                               |              |
| No of PVRS granted                                                    |              |
| 27 750                                                                |              |
| 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                                                     |              |
| Name                                                                  |              |
| I Boninelli                                                           |              |
| Position Director                                                     |              |
| Company                                                               |              |
| GFL Mining Services Limited and GFI Mining South Africa (Pty) Limited |              |
| No of SARS granted                                                    |              |
| 12 750                                                                |              |
| SARS strike price                                                     |              |
| R103.99                                                               |              |
| No of PVRS granted                                                    |              |
| 13 950                                                                |              |
| 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                                                                  | MD Fleischer |

Position Director

Company

GFL Mining Services Limited

No of SARS granted

15 900

SARS strike price

R103.99

No of PVRs granted

19 200

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 VP Pillay  
Position Director

Company  
GFL Mining Services Limited

No of SARS granted  
15 900

SARS strike price  
R103.99

No of PVRs granted  
19 200

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

D Roets

Position Director

Company

GFL Mining Services Limited

No of SARS granted  
5 700

SARS strike price  
R103.99

No of PVRs granted  
6 200

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

C Farrel

Position

Company Secretary

Company

Gold Fields Limited

No of SARS granted

4 350

SARS strike price

R103.99

No of PVRs granted

2 625

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.

Sponsor: JP Morgan Equities Limited

24 June 2008



**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: 30 June 2008

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs