

**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 2011  
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, DIFX Share Code: GFI  
ISIN Code: ZAE000018123

#### DEALING IN SECURITIES BY A DIRECTOR

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr Paul A Schmidt, a director of Gold Fields Limited, has exercised Share Options which were issued to him in terms of The GF Management Incentive Scheme, as amended.

**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:

	<b>PA Schmidt</b>
Nature of transaction	On market sale of shares/options in terms of the above scheme
Transaction Date	1 March 2011
Number of Shares/Options	15,934
Class of Security	Ordinary Shares
Strike price per share option	<i>Please refer to the table below</i>
Market price per share	R124.28
Total Value	R1,980,341
Total proceeds	R789,255
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

NAME	SURNAME	NUMBER OF SHARES/OPTIONS	OFFER PRICE (ZAR)	MARKET PRICE (ZAR)	TRANSACTION DATE
Paul	Schmidt	500	84.17	124.284	01/03/2011
		2534	83.85	124.284	01/03/2011
		900	93.49	124.284	01/03/2011
		2400	83.18	124.284	01/03/2011
		2400	76.75	124.284	01/03/2011
		1200	67.93	124.284	01/03/2011
		1200	67.93	124.284	01/03/2011
		2400	63.65	124.284	01/03/2011
		2400	63.65	124.284	01/03/2011

In terms of paragraph 3.66 of the Listings requirements the necessary clearance to deal in the above securities has been obtained.

3 March 2011

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.

**GOLD FIELDS LIMITED**

Date: 3 March 2011

By:

A handwritten signature in dark ink, appearing to read "Willie Jacobsz", written in a cursive style.

Name: Mr W J Jacobsz  
Title: Senior Vice President: Investor  
Relations and Corporate Affairs