

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 December 2012
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 DIRECTORS OF THE COMPANY AND A DIRECTOR OF A MAJOR SUBSIDIARY

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mrs GM Wilson and Mr DN Murray, directors of Gold Fields Limited, have bought and/or sold their shares (Performance Vesting Restricted Shares ("PVRs") which were awarded to them and have now settled in terms of The Gold Fields Limited 2005 Share Plan, as amended. Mr NJ Holland, the chief executive officer of the company, and Mr C Keyter, a director of a major subsidiary of the company, have bought and/or sold Bonus Shares ("BS") which were awarded to them in terms of The Gold Fields Limited 2012 Share Plan.

Details of the transaction are set out below:

	GM Wilson
Nature of transaction	Off market purchase of shares in terms of the PVRs
Transaction Date	06 December 2012
Number of Shares	2378
Class of Security	Ordinary shares
Market Price per Share	R100.0509
Total Value	R237 921.04
Vesting Period	The award vests on the third anniversary following the grant date.
Nature of interest	Direct and Beneficial
	GM Wilson
Nature of transaction	On market sale of shares in terms of the PVRs
Transaction Date	06 December 2012
Number of Shares	1722
Class of Security	Ordinary shares
Market Price per Share	R101.0018
Total Value	R173 925.10
Vesting Period	The award vests on the third anniversary following the grant date.
Nature of interest	Direct and Beneficial
	DN Murray
Nature of transaction	On market sale of shares in terms of the PVRs
Transaction Date	06 December 2012

Number of Shares	4100
Class of Security	Ordinary shares
Market Price per share	R100.3500
Total Value	R411 435.00
Vesting Period	The award vests on the third anniversary following the grant date.
Nature of interest	Direct and Beneficial
	NJ Holland
Nature of transaction	On market sale of shares in terms of the BS.
Transaction Date	06 December 2012
Number of Shares	11027
Class of Security	Ordinary shares
Market Price per share	R99.7243
Total Value	R1 099 659.86
Vesting Period	50% of the award vests 9 months following the grant date and the remaining 50% vests 18 months following the grant date.
Nature of interest	Direct and Beneficial
	C KEYTER
Nature of transaction	Off market purchase of shares in terms of the BS.
Transaction Date	06 December 2012
Number of Shares	1458
Class of Security	Ordinary shares
Market Price per share	R100.0509
Total Value	R145 874.21
Vesting Period	50% of the award vests 9 months following the grant date and the remaining 50% vests 18 months following the grant date.
Nature of interest	Direct and Beneficial

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

07 December 2012

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: 14 December 2012

By:

A handwritten signature in black 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