

**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 April 2009  
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, NASDAQ Dubai - Share Code: GFI  
NYX Code: GFLB, and SWX Code: GOLJ  
ISIN: 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 has granted, on 2 March 2009 ("the Grant Date"), Share Appreciation Rights ("SARS") and Performance Vesting Restricted Shares ("PVRs") to the directors and company secretaries set out below. These offers were accepted by the directors and company secretaries on 31 March 2009.

**SARS** are offered at a fixed strike price, 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 the 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 offered at a zero strike price. In terms of the Plan, certain Performance Criteria have been imposed, which must be satisfied before the Settlement of any PVRs to the participant. The Criteria shall be measured over the three year measurement period. The Target Performance Criteria has been set at a percentage of the Company's expected gold production over the three year measurement period. In addition, the number of PVRs to be settled may be increased by up to 300% of the number of PVRs conditionally awarded to the participant, depending on the performance of the Company relative to its peer group.

Name	NJ Holland
Position	Chief Executive Officer
Company	Gold Fields Limited
No of SARS granted	49,000
SARS strike price	R109.66
No of PVRs granted	71,040
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	GFI Mining South Africa (Pty) Ltd, GFL Mining Services Ltd and Gold Fields Group Services (Pty) Ltd
No of SARS granted	14,930
SARS strike price	R109.66
No of PVRs granted	15,300
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	GFI Mining South Africa (Pty) Ltd and GFL Mining Services Ltd
No of SARS granted	19,390
SARS strike price	R109.66
No of PVRs granted	22,800
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 Ltd
No of SARS granted	6,650
SARS strike price	R109.66
No of PVRs granted	6,850
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	3,400
SARS strike price	R109.66
No of PVRs granted	2,000
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	P B Beale
Position	Company Secretary
Company	GFI Mining South Africa (Pty) Ltd
No of PVRs granted	1,850
PVRs strike price	Nil
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Grant of PVRs
Vesting Period	The PVRs 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.

1 April 2009  
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: 01 April 2009

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