

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rules 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934

Dated 5 March, 2013

Commission File Number: 001-31318

**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 ☒ 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):

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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):

☐

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 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 Mr. T Rowland, a Director of a major subsidiary of Gold Fields Limited, has disposed of Bonus Shares ("BS") which were awarded to him in terms of the Gold Fields Limited 2012 Share Plan.

**Bonus shares** are awarded annually in March and the award is based on the previous year's annual performance bonus and equates to two-thirds of the performance bonus awarded.

Details of the transaction are set out below:

	<b>TW Rowland</b>
Nature of transaction	On market sale of shares in terms of the BS
Transaction Date	22 February 2013
Number of Shares	2651
Class of Security	Ordinary shares
Market Price per share	R77.7743
Total Value	R206 179.66
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.

26 February 2013  
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 authorised.

GOLD FIELDS LIMITED

Dated: 5 March 2013

By: /s/ Nicholas J. Holland

Name: Nicholas J. Holland  
Title: Chief Executive Officer