

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT _____)(1)

CLEVELAND-CLIFFS INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

185896107

(CUSIP Number)

DECEMBER 1, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO.	185896107	PAGE	2	OF	11	PAGES
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON APPALOOSA INVESTMENT LIMITED PARTNERSHIP I					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a)		<input type="checkbox"/>	
			(b)		<input type="checkbox"/>	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE					
	5	SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		-0-				
	6	SHARED VOTING POWER				
		399,750				
	7	SOLE DISPOSITIVE POWER				
		-0-				
	8	SHARED DISPOSITIVE POWER				
		399,750				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					

399,750

10 CHECK BOX

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3%

12 TYPE OF REPORTING PERSON*

("Palomino"), Appaloosa Management L.P. ("AMLP"), Appaloosa Partners Inc. ("API") and David A. Tepper ("Mr. Tepper" and, together with AILP, Palomino, AMLP and API, the "Reporting Persons"). Mr. Tepper is the sole stockholder and the President of API. API is the general partner of, and Mr. Tepper owns a majority of the limited partnership interests in, AMLP. AMLP is the general partner of AILP and acts as investment adviser to Palomino.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The business address of each of the Reporting Persons is c/o Appaloosa Management L.P., 26 Main Street, Chatham, NJ 07928.

(c) CITIZENSHIP:

AILP is a Delaware limited partnership. Palomino is a British Virgin Islands corporation. AMLP is a Delaware limited partnership. API is a Delaware corporation. Mr. Tepper is a citizen of the United States.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$1.00 per share.

(e) CUSIP NUMBER: 185896107

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Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940; An investment company as defined in Section 3(a)(1) of the Act (15 U.S.C. 78a-1);
- (e) An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or m

AILP

- (a) AMOUNT BENEFICIALLY OWNED: 399,750
- (b) PERCENT OF CLASS: 3.9%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 399,750
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of:
399,750

Palomino

- (a) AMOUNT BENEFICIALLY OWNED: 350,250
- (b) PERCENT OF CLASS: 3.4%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 350,250
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of:
350,250

AMLPL

- (a) AMOUNT BENEFICIALLY OWNED: 750,000
- (b) PERCENT OF CLASS: 7.3%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote: -0-

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- (ii) shared power to vote or to direct the vote: 750,000
- (iii) sole power to dispose or to direct the disposition of: -0-
- (iv) shared power to dispose or to direct the disposition of:
750,000

API

- (a) AMOUNT BENEFICIALLY OWNED: 750,000
- (b) PERCENT OF CLASS: 7.3%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 750,000
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of:
750,000

David A. Tepper

- (a) AMOUNT BENEFICIALLY OWNED: 750,000

(b) PERCENT OF CLASS: 7.3%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS

(i) sole power to vote or to direct the vote: 750,000

(ii) shared power to vote or to direct the vote: 750,000

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of: 750,000

Item 7. Is Not a Beneficial Owner of Five Percent or Less of a Class:

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: |

Item 7. Is Not a Beneficial Owner of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. IDENTIFICATION OF OWNERSHIP

Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

/s/ David A. Tepper

David A. Tepper

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G (including any and all amendments thereto) is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the Act and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

Dated: December 4, 2003

APPALOOSA INVESTMENT LIMITED
PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P.,
Its General Partner

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P.,
Its Investment Adviser

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

Name: David A. Tepper
Title: Presidir