SECURITIES AND EXCHANGE COMMISSION

. 20549

FORM 10-Q

13 15( ) 1934

30, 2002

13 15( ) 1934

________ ________.

: 1-8944

CLEVELAND-CLIFFS INC

34-1464672

1100 A 44114-2589

(A) ( )

: (216) 694-5700

(1) 13 15( ) A 1934 12 ( ), (2) 90 .

A 18, 2002, 10,185,083 ($1.00) .

TABLE OF CONTENTS

PART I — ITEM 1 — FINANCIAL INFORMATION

CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES

STATEMENT OF CONSOLIDATED OPERATIONS

	(In Millions, Except Per Share Amounts)			
	Three Months Ended September 30		Nine Months Ended September 30	
	2002	2001	2002	2001
[illegible]				
[illegible]				
[illegible]	$ 170.8	$ 103.5	$ 354.6	$ 203.5
[illegible]		4.9		8.6
[illegible]	170.8	108.4	354.6	212.1
[illegible]	26.3	5.6	50.1	9.6
[illegible]	197.1	114.0	404.7	221.7
[illegible]	3.4	7.7	8.0	22.5
[illegible]	200.5	121.7	412.7	244.2
[illegible]	1.4	.8	3.4	2.8
[illegible]	5.8	3.8	11.7	8.4
[illegible]	207.7	126.3	427.8	255.4
[illegible]				
[illegible]				
[illegible]	191.1	112.0	414.0	248.1
[illegible]		10.7		21.0
[illegible]	191.1	122.7	414.0	269.1
[illegible]	121.5		121.5	
[illegible]	3.4		9.4	5.8
[illegible]	5.2	3.9	16.0	11.9
[illegible]	2.0	2.8	5.6	7.4
[illegible]	1.3	.9	4.5	4.8
[illegible]	324.5	130.3	571.0	299.0
[illegible]	(116.8)	(4.0)	(143.2)	(43.6)
[illegible]	1.9	(1.1)	(11.0)	(13.4)
[illegible]	(118.7)	(2.9)	(132.2)	(30.2)
[illegible]	26.5	1.2	27.8	3.8
[illegible]	(92.2)	(1.7)	(104.4)	(26.4)
[illegible] $5.0 [illegible]				9.3
[illegible]	$ (92.2)	$ (1.7)	$ (104.4)	$ (17.1)
[illegible]				
[illegible]				
[illegible]	$ (9.12)	$ (.16)	$ (10.32)	$ (2.61)
[illegible]				.92
[illegible]	$ (9.12)	$ (.16)	$ (10.32)	$ (1.69)
[illegible]				
[illegible]	10,121	10,139	10,116	10,120
[illegible]	10,121	10,139	10,116	10,120

[illegible]

CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES

STATEMENT OF CONSOLIDATED FINANCIAL POSITION

	(In Millions)	
	September 30 2002	**December 31 2001**
ASSETS		
[illegible]		
[illegible]	$ 185.5	$ 183.8
[illegible]	22.0	19.9
[illegible]	9.4	12.1
[illegible]		
[illegible]	99.1	84.8
[illegible]	55.8	29.0
[illegible]	4.4	20.9
[illegible]	12.8	12.2
[illegible]	389.0	362.7
[illegible]	382.8	358.0
A [illegible]	(104.6)	(97.7)
[illegible]	278.2	260.3
[illegible]	14.1	131.7
[illegible]		
[illegible]	42.4	46.1
[illegible]	37.4	3.3
[illegible]	31.8	20.9
[illegible]	111.6	70.3
[illegible]	$ 792.9	$ 825.0
LIABILITIES AND SHAREHOLDERS' EQUITY		
[illegible]		
[illegible]	$ 100.0	$ 100.0
A [illegible]	126.5	64.7
[illegible]	10.8	16.0
[illegible]	8.7	9.1
[illegible]	246.0	189.8
[illegible]	70.0	70.0
[illegible]	99.0	69.2
[illegible]	57.5	59.2
[illegible]	22.5	36.7
	495.0	424.9
[illegible]		
[illegible]		25.9
[illegible]	25.7	
[illegible]		
[illegible]		
[illegible] A - 500,000 [illegible]		
[illegible] - 4,000,000 [illegible]		
[illegible] $1		
[illegible] - 28,000,000 [illegible];		
[illegible] - 16,827,941	16.8	16.8
[illegible]	71.8	66.2
[illegible]	372.3	476.7
A [illegible]	(1.9)	(1.0)
[illegible] 6,642,858 [illegible] (2001 - 6,685,988 [illegible])	(182.2)	(183.3)
[illegible]	(4.6)	(1.2)
[illegible]	272.2	374.2
[illegible]	$ 792.9	$ 825.0

[illegible]

CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES

STATEMENT OF CONSOLIDATED CASH FLOWS

	(In Millions, Brackets Indicate Cash Decrease) Nine Months Ended September 30	
	2002	**2001**
[illegible]		
[illegible]	$(104.4)	$ (17.1)
[illegible]	121.5	
[illegible]:		
[illegible]	19.1	11.5
[illegible]	6.2	8.2
[illegible]	(5.1)	(5.1)
[illegible]	(1.7)	(6.2)
[illegible]	(27.8)	(3.8)
[illegible] $5.0 [illegible]		(9.3)
[illegible]	.1	2.6
[illegible]	7.9	(19.2)
[illegible]	28.5	(12.8)
[illegible] ( ) [illegible]	36.4	(32.0)
[illegible]		
[illegible]:		
[illegible]		
[illegible]		(6.0)
[illegible]	(7.1)	(2.6)
[illegible]	(1.7)	(2.1)
[illegible]	(27.4)	
[illegible]	(6.0)	
[illegible]	6.7	10.5
[illegible]		(.4)
[illegible]	(35.5)	(.6)
[illegible]		
[illegible]		100.0
[illegible]	.8	7.0
[illegible]		(3.1)
[illegible]	.8	103.9
[illegible]	1.7	71.3
[illegible]	183.8	29.9
[illegible]	$ 185.5	$101.2

[illegible]

CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2002

NOTE A — BASIS OF PRESENTATION

[illegible]

[illegible]

[illegible]

NOTE B — ACCOUNTING POLICIES

Asset Impairment

[illegible]

Income Taxes

Iron Ore Reserves

NOTE C — ACCOUNTING AND DISCLOSURE CHANGES

1, 2001, $9.3 ($14.3) 1, 2001. 2001 $.1

2001, A A . 142, A A 142 2002

2001, A A . 143, A A

15, 2002 (2002) 1, 2003. $20 ; 1999.

2001, A A . 144, A A . 121, A A . 121, A . 144 2002

2002, A A . 146, A A . 146) . 94-3, A 94-3 A . 146 31, 2002, 1, 2003,

NOTE D — REVENUE RECOGNITION

($23.8 2002; $9.6 2001) $26.3 31, 2002

. A 2001 $4.5 $8.6 ,

NOTE E — ENVIRONMENTAL AND CLOSURE OBLIGATIONS

At ... 30, 2002, ... $66.7 ... , ... $8.8 ... A ... 2002 ... $.7 ... $5.5 ... , ... $4.1 ... 2001 ...) ... .

... $47.7 ... , ... $43.1 ... , ... 2001, ... $4.6 ... ' ... .

... $19.0 ... ' ... . A ... 5. ... , ... A ... , ...

... ' ... :

... ' ... . A ... , ... A ... , ... 2002, ... A ... A ... , ... 1973 ... 1983, ... 1986. ... $4 ... ; ... .

... , ...

... ' ... .

NOTE F — SEGMENT REPORTING

[illegible]

	(In Millions)				
	Iron Ore	Ferrous Metallics	Segments Total	Other	Consolidated Total
[illegible] 2002					
[illegible]	$197.1	$	$ 197.1	$	$ 197.1
[illegible]	3.4		3.4		3.4
[illegible]	200.5		200.5		200.5
[illegible]	10.0	(125.2)	(115.2)	(1.6)	(116.8)
[illegible]	14.1		14.1		14.1
[illegible]	756.0	12.6	768.6	10.2	778.8
[illegible]	770.1	12.6	782.7	10.2	792.9
[illegible] 2001					
[illegible]	$109.1	$ 4.9	$ 114.0	$	$ 114.0
[illegible]	7.7		7.7		7.7
[illegible]	116.8	4.9	121.7		121.7
[illegible]	7.1	(5.9)	1.2	(5.2)	(4.0)
[illegible]	134.9		134.9		134.9
[illegible]	491.9	136.5	628.4	32.0	660.4
[illegible]	626.8	136.5	763.3	32.0	795.3
[illegible] 2002					
[illegible]	$404.7	$	$ 404.7	$	$ 404.7
[illegible]	8.0		8.0		8.0
[illegible]	412.7		412.7		412.7
[illegible]	2.7	(132.8)	(130.1)	(13.1)	(143.2)
[illegible] 2001					
[illegible]	$213.1	$ 8.6	$ 221.7	$	$ 221.7
[illegible]	22.5		22.5		22.5
[illegible]	$235.6	$ 8.6	$ 244.2	$	$ 244.2
[illegible]	(8.8)	(18.6)	(27.4)	(16.2)	(43.6)

NOTE G — INCOME TAXES

2002, A A 2002 (A) A
2002 2001
. A 2001
$45 $15 31, 2001.
$8 31, 2001.
2002 $11.6 , $7.7 -
2002, $4.4
.

A . 109.
A
(A)
$33.5 $23.9 ($14.4
), 30, 2002
2005, 2019.

NOTE H — LEASE OBLIGATIONS

[illegible] 31, 2002 [illegible]:

Years Ended December 31	Capital Leases	Operating Leases
	(In Millions)	
2003	$ 2.8	$18.7
2004	2.2	14.0
2005	1.2	9.9
2006	1.1	7.0
2007	1.8	3.9
2008 [illegible]	.6	7.3
[illegible]	9.7	$60.8
A[illegible]	(1.9)	
[illegible]	$ 7.8	

$70.5 [illegible] $12.5 [illegible] $58.0 [illegible].

NOTE I — INVESTMENTS IN ASSOCIATED IRON ORE VENTURES

[illegible] 30 [illegible] 35 [illegible] (46.7 [illegible]) [illegible] 23 [illegible].

Financial position (in Millions)	Empire	Hibbing	Other	Total
	September 30, 2002			
[illegible]	$47.7	$2.8	$2.0	$52.5
[illegible]	3.8	3.3		7.1
[illegible]	42.2	3.3		45.5
[illegible]	$ 9.3	$2.8	$2.0	$14.1

NOTE J — IMPAIRMENT OF INVESTMENT IN CAL

[illegible] 2002, [illegible] $121.5 [illegible] $95.7 [illegible], 82 [illegible], [illegible], 18 [illegible].

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

COMPARISON OF THIRD QUARTER AND FIRST NINE MONTHS 2002 AND 2001

[illegible] $92.2 [illegible], [illegible] $9.12 [illegible] ([illegible]) [illegible] $104.4 [illegible] $10.32 [illegible] 2002 [illegible] A [illegible] ([illegible]), [illegible] $3.5 [illegible] $8.7 [illegible] 2001, [illegible] $1.7 [illegible] $.16 [illegible] $26.4 [illegible] $2.61 [illegible] $9.3 [illegible] 2001. [illegible]:

	(In Millions, Except Per Share)			
	Third Quarter		First Nine Months	
	2002	2001	2002	2001
[illegible] ([illegible]) [illegible]:				
A [illegible]	$ 3.5	$(1.7)	$ (8.7)	$(26.4)
[illegible]	.34	(.16)	(.86)	(2.61)
[illegible]:				
A [illegible]	(95.7)		(95.7)	
[illegible]	(9.46)		(9.46)	
[illegible]				
A [illegible]:				
A [illegible]				9.3
[illegible]				.92
[illegible]:				
A [illegible]	$(92.2)	$(1.7)	$(104.4)	$(17.1)
[illegible]	$(9.12)	$(.16)	$(10.32)	$(1.69)

Third Quarter

[illegible] 2002 [illegible] $4.7 [illegible] $8.7 [illegible] 2001. [illegible]

	(In Millions) Third Quarter		
	2002	2001	Increase
( )	5.0	2.9	2.1
*	$170.8	$103.5	$67.3
*	164.8	106.4	58.4
( )	$ 6.0	$ (2.9)	$ 8.9

*

2002 $4 $10 .

Nine Months

2002 $21.7 , $21.9 2001 . :

A , , :

	(In Millions) First Nine Months		
	2002	2001	Increase
( )	10.2	5.7	4.5
*	$354.6	$203.5	$151.1
*	363.9	259.5	104.4
( )	$ (9.3)	$ (56.0)	$ 46.7

*

2002 $21 $35 2001.

$14.5 2002, ' 2002. A ,

. A ,

2001

$4.5 $8.6 , .

$9.4 , $7.4 , 2002

$18.4 , $14.6 , 2001. $9.0

2002 2001 30

A $4.1 2002

2001, ’

2002 $11.7 $3.3 2001 ,

$3.5 .

2002 $.3 2001. 2002

$2.5 2001.

2002

$95.7

$33.5 ’

2002 $4.4

IRON ORE

’ 7.5 2002 6.4

2001. ’ 4.2 2.0 .

2002 19.5 19.8

2001. ’ 10.5 , 3.7 2001. 27 , ’ 14.7 .

2001, A 2002. ; .

’ ’ 2002. 2002, 8 , 15 23 , ’ .6 .

31, 2002, 45 A (A) $14 . ’ 85 , 3.5 6.6 , A 15- . A 3 2002.

5, 2002, ( ) 25 . 11 . 29, 2000, 2001, ( ) 40 35 . . 2002. 3.7 .

, , . , . , , ’ . , $40 $50 . ;

A 2002, ( ),
15- 2002. 2002 2
6 2003.
$13.0 $4.4
7

2002, ( ),
1
2001, 1.4 2002. 3
2003, 2007. $10
2007.

2002 5.0 2.9 2001.
2002 10.2 4.5 2001.
2002 15

$16 2002, $8.8 30, 2002.

A (A)
1990 A A A 200
(A). A A
A (A) A
2002, 2003, 2006.
A $20

FERROUS METALLICS

82 ( )
2001, 2002.
$2.7 $7.4

2002, $4.7 $14.6 2001 .

A . 144, . A 2002, $95.7 .

$30 $10 .

A 4, 2002, . A $24 $4.5 , 300,000 2004.

CASH FLOW, LIQUIDITY AND CAPITAL RESOURCES

A 30, 2002, $185.5 $183.8 31, 2001. $1.7 , $31.2 , $11.6 , $7.9 , $6.7 , $27.4 , $14.3 , $8.8 , $6.0 .

A , 3.5 $99.0 , .5 , 31, 2001, 30, 2001 4.5 , $126 .

$70 , 7.0 15, 2005. 30, 2002, $69.8 .

30, 2002. 7, 2002, 2002

At 30, 2002, $100

A

	2002	2001	2000
31	10,180,849	10,143,272	10,714,796
30	10,184,846	10,148,939	10,502,367
30	10,185,083	10,143,509	10,292,356
31		10,141,953	10,119,402

INSURANCE RECOVERIES

A 2002, $1.8 1999 $17.5 $15.3 2000 $.4 2001. A 2002, A $1.7

PENSIONS AND OTHER POSTRETIREMENT BENEFITS

A 87,

$125 $150, $25, $100 $125. A 2002

2001, 2002 2003:

	Pension (In Millions)	
	Funding	Expense
2001	$ .4	$ 4.4
2002	1.1	7.4
2003	3.0	20.1

2001, 2002 2003:

	Other Post-Retirement Benefits (In Millions)	
	Funding and Benefit Payments	Expense
2001	$ 7.7	$15.8
2002	12.4	22.0
2003	16.4	26.8

STRATEGIC INVESTMENTS

FINANCIAL REPORTING AND DISCLOSURE

A

FORWARD-LOOKING STATEMENTS

Cautionar Statements

2002

Steel Company Customers/Partners: 95 A

Demand for Iron Ore Pellets: [illegible]

Mine Operating Risks: [illegible]

Mine Closure Risks: [illegible]

Trinidad Operations: [illegible]

Litigation; Taxes; Environmental Exposures: [illegible]

Financing Considerations: [illegible]

Minimum Pensions Liability: [illegible]

[illegible]

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

[illegible] 2001 A [illegible] 10- [illegible].

ITEM 4. CONTROLS AND PROCEDURES

[illegible] A [illegible] 13 -14( ). [illegible]

[illegible] 90 [illegible]

[illegible]

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

A (A) 1973 1983, 1986. 2002, A 2002, A A $4 .

Item 2. Changes in Securities and Use of Proceeds

31, 2002, - ( ), 190 $1,00 , $4,683.50 . 506 A 1933 .

Item 6. Exhibits and Reports on Form 8-K

( ) 30.

( ) 10- , 8- , 24 30, 2002, *Item 9. Regulation FD Disclosure*. 8- 7, 2002, *Item 9. Regulation FD Disclosure*. 8- .

SIGNATURE

[illegible] A[illegible] 1934, [illegible].

[illegible]

[illegible] 24, 2002

/ / [illegible]

[illegible]

CERTIFICATION

1. 10- ;

2.

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4. (A 13 -14 15 -14) :

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) 90 ( );

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5. ( ):

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6.

: 24, 2002

/ / .

CERTIFICATION

1. 10-

2.

3.

4. (A 13 -14 15 -14) :

)

.) 90

.)

5. ( ):

)

.)

6. [illegible]

[illegible] : [illegible] 24, 2002

/ / [illegible]

CERTIFICATION UNDER SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

[illegible] 906 [illegible] - [illegible] A [illegible] 2002, [illegible] ' [illegible] 13( ) [illegible] 15( ) [illegible] A [illegible] 1934 [illegible].

/ / [illegible]

/ / [illegible]

[illegible] A [illegible]

[illegible]: [illegible] 24, 2002

EXHIBIT INDEX

Exhibit Number	Exhibit	
99( )	[illegible] 23, 2002, [illegible] 2002 [illegible]	[illegible]