

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K/A

(Amendment No. 2)

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): March 2, 2004

CLEVELAND-CLIFFS INC

(Exact Name of Registrant as S

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[EX-4\(A\) Form of Common Share Certificate](#)

Item 8.01. Other Events.

On March 2, 2004, Cleveland-Cliffs Inc (the "Company") filed a Current Report on Form 8-K to set forth in one document a description of the Common Shares (as defined below) of the Company. On November 9, 2004, the Company's Board of Directors approved an amendment to the Company's Amended Articles of Incorporation (1) to change each issued and unissued authorized Common Share into two Common Shares, (2) to proportionately increase the authorized number of Common Shares from 28,000,000 to 56,000,000 shares, and (3) to decrease the par value of the issued and unissued Common Shares from \$1.00 per share to \$0.50 per share. On May 9, 2006, the Directors approved an amendment (the "Second Amendment") to the Company's Amended Articles of Incorporation (1) to change each issued and unissued authorized common share into two common shares, (2) to proportionately increase the authorized number of common shares from 56,000,000 shares to 112,000,000 shares, and (3) to decrease the par value of the issued and unissued common shares from \$0.50 per share to \$0.25 per share. The Second Amendment became effective on June 15, 2006. A copy of the Second Amendment is attached as an exhibit to the Current Report on Form 8-K filed on June 9, 2006a006, thto t i □tor k □s □ f□ar □ renchn ed □ Exhibit issued Commontt

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one Common Share at an exercise price per Right of \$159.66 oor □



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shares, excluding all

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 hereunto duly authorized.

CLEVELAND-CLIFFS INC

By: _____ George W. Hawk, Jr.
Name: George W. Hawk, Jr.
Title: General Counsel and Secretary

Date: June 30, 2006

COMMON SHARES

NUMBER

THIS CERTIFICATE IS TRANSFERABLE
IN CANTON, MA OR JERSEY CITY, NJ

CU

CUSIP 185896 10 7
SEE REVERSE FOR CERTAIN DEFINITIONS

INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO

CLEVELAND-CLIFFS INC

CERTIFICATE NUMBER	REFERENCE	DATE	SHARES
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THIS CERTIFIES THAT

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE COMMON SHARES OF THE PAR VALUE OF 0.25 DOLLAR EACH OF Cleveland-Cliffs Inc, transferable on the books of the Company by the registered holder in person or by duly authorized attorney, upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all the provisions of the Articles of Incorporation of the Company filed in the office of the Secretary of State of Ohio (copies of which are on file with the Company and with the Transfer Agent) to which the holder by acceptance hereof assents. This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

[SHARE CERTIFICATE]

Witness the seal of the Company and the signatures of its duly authorized officers.

/s/ George W. Hawk, Jr.
SECRETARY

/s/ John S. Brinzo
CHAIRMAN AND
CHIEF EXECUTIVE OFFICER

[CLEVELAND-CLIFFS INC OHIO CORPORATE SEAL]
AMERICAN BANK NOTE COMPANY

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED EXCEPT WHERE SHOWN OTHERWISE
DATE 08/11/2010 BY 60322 UCBAW/STP/STP

Computershare Trust Company, N.A.
TRANSFER AGENT
AND REGISTRAR,
BY /s/ Stephen Cesso
AUTHORIZED SIGNATURE

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

TEN ENT - as tenants by the entireties

JT TEN- as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
ACT _____
(State)

Additional abbreviations may also be used though not in the above list.

CLEVELAND-CLIFFS INC

A COPY OF THE EXPRESS TERMS OF THE SHARES REPRESENTED BY THIS CERTIFICATE AND OF ALL OTHER CLASSES AND SERIES OF SHARES WHICH CLEVELAND-CLIFFS INC IS AUTHORIZED TO ISSUE WILL BE MAILED TO ANY SHAREHOLDER WITHOUT CHARGE WITHIN FIVE DAYS AFTER RECEIPT FROM SUCH SHAREHOLDER OF A WRITTEN REQUEST THEREFOR. SUCH REQUEST SHOULD BE ADDRESSED TO THE SECRETARY OF CLEVELAND-CLIFFS INC, 15TH FLOOR, DIAMOND BUILDING, 1100 SUPERIOR AVENUE, CLEVELAND, OHIO 44114-2589.
