## HANGE COMMISSION States SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)													
Name and Address of Reporting Person * GALLAGHER DONALD J		2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 1100 SUPERIOR AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2010						X_ Officer (give title below) Other (specify below) Pres. N. Am. Iron Ore					
(Street) CLEVELAND, OH 44114		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City) (State)	(Zip)	3	TableHoN	DeDe	ativatiSed	SectionitA	esq <b>triiq</b> d	ij <b>F</b> ed,E C	C				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	с <b>бо</b> уе	(A) or D (Instr. 3,	isposed	of (D)	5. Amount of <b>@wnelshtriotles</b> Transaction(s (Instr. 3 and 4	weing Repo		Ownership Form:	of Indirect  Beneficiose  Ownership	
			Code	v	Aprilipa	(A) or ac∙(D)		612,612,6	,6	Â	(I) indirect (I) i/ (I'nstr. 4)	(IIISIII94)	
Common Stock	03/03/2010		A <sup>(1)</sup>		31,875	A	\$ 53.6	79,504.048	3		D	72+Codephij	
Common Stock	03/03/2010		F <sup>(2)</sup>		12,632	D	\$ 53.6	66,872±	È				
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**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects a payout in Common Stock of Performance Shares earned under the 2007 Cleveland-Cliffs Inc. Incentive Equity Plan (as Amended December 31, 2008) (Equity Plan) for the 2007-2009 Performance Period.
- (2) Surrender of Performance Shares represented in payment of the related tax liability incurred by the reporting person.
- (3) Held for the benefit of the Reporting Person by the Cliffs Natural Resources Inc. 2005 Voluntary Non-Qualified Deferred Compensation Plan (VNQDC).
- (4) Convertible into Common Shares on a 1-for-1 basis.
- (5) Represents a payout of retention units to the Reporting Person under the 2007 Equity Plan covering the period of January 1, 2007 to December 31, 2009 (Retention Period). Retention units are paid out to the Reporting Person in cash based on the market value price of the Common Shares of the Issuer on the last day of the Retention Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.