

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

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)

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* If the form is filed by more than one reporting person, see Instruction 4(b)(v). S S □ S S S S □ S S S S S S

~~XXXXXX~~ ~~XXXXXXXXXXXX~~ or other combinations of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects number of Common Shares credited to the account of the Reporting Person in a payment of the Reporting Person's required quarterly retainer for the first quarter (1) under the Cliffs Natural Resources Inc. Nonemployee Directors' Compensation Plan (the "Plan"). Full shares earned pursuant to the Plan in 2013 will be issued effective January 1, 2014.

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