#### GALLAGHER DONALD J

Form 4

March 17, 2009

# FORM 4

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

**OMB** 3235-0287 Number:

January 31, Expires:

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**OMB APPROVAL** 

2005

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

| 1. 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)  |  |   |  |
|--|--|---------------|---|--|-------------------------------------|---|-------------|---|--|---|--|
| (Last) (First) (Middle)  1100 SUPERIOR AVENUE                |  |               | 3. Date of Earliest Transaction (Month/Day/Year) 03/14/2009                     |  |                                     |   |             | Director 10% Owner Self-condition of the condition of the |  |   |  |
| CLEVELAN   | 4. If Amendment, Date Original Filed(Month/Day/Year) |               |   |  |                                     | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |             |   |  |   |  |
| (City)   | (State)  | (Zip)         | Tabl  | e I - Non-I                            | Derivative                          | Securi  | ities Acq   | Person uired, Disposed of   | f, or Beneficial   | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)                         | 2. Transaction Da<br>(Month/Day/Year                 | Execution any | med<br>on Date, if<br>Day/Year)   | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securiton(A) or Di<br>(Instr. 3, | sposed  | of (D)      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Common<br>Stock  | 03/14/2009   |               |   | F(1)                                   | 14,291                              | D   | \$<br>13.03 | 47,854.048  | D  |   |  |
| Common<br>Stock  |  |               |   |  |                                     |   |             | 97,626 (2)  | I  | By<br>VNQDC   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title        | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun           | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly         | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit         | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3       | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |                 |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |                 |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |                 |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |                 |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |                 |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |                 |              |             |        |
|             |             |                     |                    |            |            |               |             |                 | A manuat     |             |        |
|             |             |                     |                    |            |            |               |             |                 | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |                 | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title Number of |              |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |                 |              |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |                 | Shares       |             |        |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GALLAGHER DONALD J 1100 SUPERIOR AVENUE CLEVELAND, OH 44114

Pres. N. Am. Iron Ore

### **Signatures**

Traci L. Forrester by Power of 03/17/2009 Attorney

> \*\*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) Surrender of shares in payment of tax liability incurred on March 14, 2009, the date of restricted stock vesting to the Reporting Person.
- Held for the benefit of the Reporting Person by the Cliffs Natural Resources Inc. 2005 Voluntary Non-Qualified Deferred Compensation (2) Plan (VNQDC). The balance shown also includes 623 shares acquired March 2, 2009 pursuant to the dividend reinvestment feature of the VNQDC.

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.

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