

CLIFFS NATURAL RESOURCES INC.

Form 3

September 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â HENRY JANICE K
 (Last) (First) (Middle)

226 GOLDEN GATE PT., Â APT. 41

(Street)

SARASOTA, Â FL Â 34236

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/01/2009

3. Issuer Name and Ticker or Trading Symbol
 CLIFFS NATURAL RESOURCES INC. [CLF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

2,198,486 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY JANICE K 226 GOLDEN GATE PT. APT. 41 SARASOTA, FL 34236	X	^	^	^

Signatures

George W. Hawk, Jr. by Power of Attorney 09/02/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The total reflects (i) an Annual Equity Grant of 2,138 restricted shares with a three year holding period acquired by the Reporting Person on September 1, 2009 upon becoming a member of the Board of Directors of Cliffs Natural Resources Inc. (the "Company"), and (ii) (1) 60,486 shares acquired as a prorated Directors' Required Retainer for the third quarter 2009. Both transactions were pursuant to the Company's Nonemployee Directors' Compensation Plan (Amended and Restated December 31, 2008). The acquisitions' grant values were \$24.31 and \$24.26, respectively.

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.