Edgar Filing: IRELAND JAMES D III - Form 4

IRELAND J Form 4 May 13, 200	IAMES D III)9										
									OMB APPROVAL		
	SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549						OMB Number:	3235-0287			
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed put tinue.	STATEMENT OF CHANGES IN 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								January 31 Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> IRELAND JAMES D III			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) 1801 EAST 9TH STREET, SUITE 1700			3. Date of Earliest Transaction (Month/Day/Year) 05/12/2009					_X_ Director 10% Owner Officer (give title Other (specify below) below)			
			endment, Date Original nth/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)				~		Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Di (Instr. 3,	ties Ad sposed	cquired d of (D) 5) Price	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/12/2009			A <u>(1)</u>	2,596	А	\$ 58.89	25,690	D		
Common Stock								349,592	I	$\underbrace{\text{Co-Trustee}}_{(2)}$	

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(3)</u>					<u>(4)</u>	(4)	Common Shares	23,150.6671 <u>(5)</u>	l

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
IRELAND JAMES D III 1801 EAST 9TH STREET SUITE 1700 CLEVELAND, OH 44114	Х							
Signatures								
Traci L. Forrester by Power of Attorney	05/13/2009							
**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 the number of restricted shares credited to the account of the Reporting Person as the Annual Equity Grant pursuant to the Cliffs Natural Resources Inc. Non-Employee Directors' Compensation Plan (as Amended and Restated December 31, 2008).
- The shares represented are held in five trusts for the benefit of siblings and the Reporting Person who is a co-trustee of the trusts. The(2) Reporting Person disclaims beneficial ownership of 255,894 of these shares. The Reporting Person has an interest in the income or corpus with respect to 93,698 shares.
- (3) Convertible into Common Shares on a 1-for-1 basis.
- (4) Reflects number of Common Shares underlying deferred compensation credited to the account of the Reporting Person pusuant to the dividend reinvestment feature of the Plan. Each Stock Unit is generally distributable following termination of service as a Director.
- (5) The Reporting Person was credited with 111.0116 of dividend reinvestment shares acquired on March 31, 2009 pursuant to the Plan.

The total includes dividend reinvestment pursuant to the Nonemployee Directors' Compensation Plan (as Amended and Restated December 31, 2008) ("Plan"). The number of deferred dividend reinvestment equivalent shares earned in the Plan is calculated using the

(6) December 51, 2000 (14 at). The number of defended dividend reinvestment equivalent shares cannot in the 1 at its calculated using the closing market price at the end of each quarter for shares held in the Plan. The reporting person was credited with 111.0116 dividend reinvestment shares on 3/31/2009.

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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.