## Edgar Filing: CLIFFS NATURAL RESOURCES INC. - Form 4

CLIFFS NATU Form 4 May 14, 2009	JRAL RESOU	RCES IN	C.						
FORM	Л							-	PPROVAL
-	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-0287
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations	<b>STATEM</b> Filed put	rsuant to S	Section 1	SECU	RITIES he Secur	ities Excha	WNERSHIP OF	Estimated burden hou response	urs per
may continu <i>See</i> Instructi 1(b).	e.			•	•	mpany Act my Act of 1	of 1935 or Section 940	оп	
(Print or Type Res	ponses)								
1. Name and Add RIEDERER R		Person <u>*</u>	Symbol	er Name <b>an</b> S NATI II		-	5. Relationship o Issuer	of Reporting Per	rson(s) to
	CLIFFS NATURAL RESOURCES INC. [CLF]				(Check all applicable)				
(Last) S25 W35020 M	· · · · ·	Middle) JSE RD.		of Earliest 7 Day/Year) 2009	Fransaction	1	X Director Officer (giv below)		% Owner her (specify
	(Street)			endment, D nth/Day/Yea	-	al	6. Individual or . Applicable Line) _X_ Form filed by	One Reporting P	erson
OCONOMOW	AC, WI 5306	6					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	Transaction Date lonth/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	d (A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V					
Reminder: Report	on a separate line	e for each cla	ass of sec	urities bene	Pers infor requ	ons who res mation cont ired to resp	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securit

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	05/12/2009	А	2,596		(2)	(2)	Common Shares	2,596	\$ 28.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RIEDERER RICHARD K S25 W35020 MANOR HOUSE RD. OCONOMOWAC, WI 53066	Х					
Signatures						
Traci L. Forrester by Power of Attorney	0	5/14/2009				
<b>**</b> 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) Convertible into Common Shares on a 1-for-1 basis.

Reflects an Annual Equity Grant in shares with a three year holding period acquired by the Reporting Person on May 12, 2009. Pursuant(2) to an election, the Reporting person's deferred account has been credited with the 2,596 Stock Units. Each Stock Unit is generally distributable following termination of service as a Director.

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.