Edgar Filing: Kirsch James F - Form 4

| Form 4 | | | | | | | | | | | |
|---|--|--|---|--|------------------------------|-------------|--|---|---------------------|--|--|
| FORM Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti | Section 16.SECURITIESForm 4 orForm 5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or SectionSee Instruction30(h) of the Investment Company Act of 1940 | | | | | | | OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5 n | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Kirsch James F | | | 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) 1000 LAKE | (First) (M SIDE AVENUE | (Mor | te of Earliest Tr hth/Day/Year) 1/2010 | ransaction | | | _X_ Director Officer (give below) | | Owner r (specify | | |
| | | | Amendment, Da (Month/Day/Year | nendment, Date Original Ionth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| CLEVELAN | ID, OH 44114 | | | | | | Form filed by M Person | fore than One Re | porting | | |
| (City) | (State) (Z | Zip) | Fable I - Non-I | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any (Month/Day/Ye | Code ear) (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, Amount | sposed 4 and (A) or | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 05/11/2010 | | A <u>(1)</u> | 1,321 | A | \$ 56.79 | 1,638.6267 | D | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Kirsch James F 1000 LAKESIDE AVENUE CLEVELAND, OH 44114 | Х | | | | | | |
| Signatures | | | | | | | |
| Traci L. Forrester by Power of Attorney | 05/13/2010 | | | | | | |
| **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).

Reflects the number of Restricted Shares credited to the account of the Reporting Person on the Annual Meeting date, May 11, 2010

 (Annual Equity Grant) pursuant to the Cliffs Natural Resources Inc. Non-employee Directors' Compensation Plan (as Amended and Restated December 31, 2008).

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.