

GALLAGHER DONALD J
Form 4
September 01, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Pres. Global Commercial

CLEVELAND, OH 44114

4. 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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/30/2011 | | S | 400 D \$ 82.105 | 48,275.048 | D | |
| Common Stock | 08/30/2011 | | S | 100 D \$ 82.11 | 48,175.048 | D | |
| Common Stock | 08/30/2011 | | S | 100 D \$ 82.12 | 48,075.048 | D | |
| Common Stock | 08/30/2011 | | S | 100 D \$ 82.13 | 47,975.048 | D | |
| Common Stock | 08/30/2011 | | S | 400 D \$ 82.14 | 47,575.048 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|-----------------------|---|-------------------------------|
| Common Stock | 08/30/2011 | | S | 500 | D | \$ 82.16 | 47,075.048 | D | |
| Common Stock | 08/30/2011 | | S | 300 | D | \$ 82.17 | 46,775.048 | D | |
| Common Stock | 08/30/2011 | | S | 3,000 | D | \$ 82.18 | 43,775.048 | D | |
| Common Stock | 08/30/2011 | | S | 600 | D | \$ 82.19 | 43,175.048 | D | |
| Common Stock | 08/30/2011 | | S | 600 | D | \$ 82.2 | 42,575.048 | D | |
| Common Stock | 08/30/2011 | | S | 600 | D | \$ 82.21 | 41,975.048 | D | |
| Common Stock | 08/30/2011 | | S | 3,200 | D | \$ 82.22 | 38,775.048 | D | |
| Common Stock | 08/30/2011 | | S | 100 | D | \$ 82.215 | 38,675.048 | D | |
| Common Stock | | | | | | | 99,096 ⁽¹⁾ | I | By VNQDC ⁽²⁾ |

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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER DONALD J 1100 SUPERIOR AVENUE CLEVELAND, OH 44114 | | | EVP, Pres. Global Commercial | |

Signatures

/s/ Keirsten Riedel by Power of
Attorney

09/01/2011

__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) Balance shown reflects 134 shares acquired March 1, 2011 and 144 shares acquired June 1, 2011 pursuant to the dividend reinvestment feature of the Issuer's 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC").
- (2) Held for the benefit of the Reporting Person by 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.

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