

GALLAGHER DONALD J  
Form 4  
August 11, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
08/10/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres. N. Am. Business Unit

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/10/2010		S	100	D \$ 60.3	61,112.048	D
Common Stock	08/10/2010		S	100	D \$ 60.32	61,012.048	D
Common Stock	08/10/2010		S	800	D \$ 60.33	60,212.048	D
Common Stock	08/10/2010		S	200	D \$ 60.35	60,012.048	D
Common Stock	08/10/2010		S	100	D \$ 60.4	59,912.048	D

Edgar Filing: GALLAGHER DONALD J - Form 4

Common Stock	08/10/2010	S	200	D	\$ 60.41	59,712.048	D	
Common Stock	08/10/2010	S	200	D	\$ 60.47	59,512.048	D	
Common Stock	08/10/2010	S	800	D	\$ 60.48	58,712.048	D	
Common Stock	08/10/2010	S	100	D	\$ 60.49	58,612.048	D	
Common Stock	08/10/2010	S	500	D	\$ 60.5	58,112.048	D	
Common Stock	08/10/2010	S	800	D	\$ 60.51	57,312.048	D	
Common Stock	08/10/2010	S	600	D	\$ 60.52	56,712.048	D	
Common Stock	08/10/2010	S	400	D	\$ 60.53	56,312.048	D	
Common Stock	08/10/2010	S	100	D	\$ 60.54	56,212.048	D	
Common Stock	08/11/2010	S	5,000	D	\$ 58.6	51,212.048	D	
Common Stock						98,445 <sup>(1)</sup>	I	By VNQDC

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.**

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 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 (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			Pres. N. Am. Business Unit	

## Signatures

Traci L. Forrester by Power of Attorney  
Date: 08/11/2010

\_\_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).

Balance shown reflects 132 and 245 shares acquired March 1 and June 1, 2010, respectively pursuant to the dividend reinvestment feature (1) of the Cliffs Natural Resources Inc. 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC") to shareholders of record as of February 16 and May 14, 2010.

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.