

FALCONE PHILIP
Form 4
January 16, 2009

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 *
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SERVICES LTD., THIRD FL BISHOP SQUARE REDMONDS HILL

(Street)

DUBLIN IRELAND, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CLIFFS NATURAL RESOURCES INC. [CLF]

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Shares (par value \$0.125 per share) | 01/14/2009 | | S | | 284,563 | D | \$ 21.9276 |
| | | | | | | | 7,618,191 |
| | | | | | | | <u>D (1) (2)</u> <u>(3) (4)</u> |
| Common Shares (par value \$0.125) | 01/14/2009 | | S | | 78,472 | D | \$ 22.4643 |
| | | | | | | | 7,539,719 |
| | | | | | | | <u>D (1) (2)</u> <u>(3) (4)</u> |

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per share)

| | | | | | | |
|--|---|---------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/15/2009 \$0.125 | S | 667,909 | D | \$ 22.0113 | 6,871,810 | D <u>(1) (2)</u> <u>(3) (4)</u> |
|--|---|---------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|--------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/16/2009 \$0.125 | S | 20,833 | D | \$ 22.4655 | 6,850,977 | D <u>(1) (2)</u> <u>(3) (4)</u> |
|--|---|--------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|-----------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/16/2009 \$0.125 | S | 1,229,167 | D | \$ 22.0205 | 5,621,810 | D <u>(1) (2)</u> <u>(3) (4)</u> |
|--|---|-----------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|---------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/14/2009 \$0.125 | S | 133,912 | D | \$ 21.9276 | 6,925,602 | D <u>(1) (5)</u> <u>(6) (7)</u> |
|--|---|---------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|--------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/14/2009 \$0.125 | S | 36,928 | D | \$ 22.4643 | 6,888,674 | D <u>(1) (5)</u> <u>(6) (7)</u> |
|--|---|--------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|---------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/15/2009 \$0.125 | S | 196,492 | D | \$ 22.0113 | 6,692,182 | D <u>(1) (5)</u> <u>(6) (7)</u> |
|--|---|---------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|-------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/16/2009 \$0.125 | S | 4,167 | D | \$ 22.4655 | 6,688,015 | D <u>(1) (5)</u> <u>(6) (7)</u> |
|--|---|-------|---|---------------|-----------|------------------------------------|

per share)

| | | | | | | |
|--|---|---------|---|---------------|-----------|------------------------------------|
| Common Shares (par value 01/16/2009 \$0.125 | S | 245,933 | D | \$ 22.0205 | 6,442,082 | D <u>(1) (5)</u> <u>(6) (7)</u> |
|--|---|---------|---|---------------|-----------|------------------------------------|

per share)

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

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number.

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 Reporting 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

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.
C/O INTERNATIONAL FUND SERVICES LTD.
THIRD FL BISHOP SQUARE REDMONDS HILL
DUBLIN IRELAND, L2 00000

X

See
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND,
L.P.
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

See
Remarks

HARBERT MANAGEMENT CORP
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

X

See
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,
LLC
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

See
Remarks

HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER,
L.L.C.
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

X

See
Remarks

| | | |
|---|---|----------------|
| HMC INVESTORS, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | X | See Remarks |
| HMC - NEW YORK, INC. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022 | X | See Remarks |
| FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022 | X | See Remarks |
| HARBERT RAYMOND J 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | X | See Remarks |
| LUCE MICHAEL D 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203 | X | See Remarks |

Signatures

Harbinger Capital Partners Master Fund I, Ltd. (+), By: Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

Harbinger Capital Partners Special Situations Fund, L.P. (+), By: Harbinger Capital Partners Special Situations GP, LLC, By: HMC - New York, Inc., Managing Member, By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

Harbert Management Corporation (+), By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

Harbinger Capital Partners Special Situations GP, LLC (+), By: HMC - New York, Inc., Managing Member, By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

Harbinger Capital Partners Offshore Manager, L.L.C. (+), By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

HMC Investors, L.L.C. (+), By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

__Signature of Reporting Person Date

HMC - New York, Inc. (+), By: /s/ Joel B. Piassick, Executive Vice President 01/16/2009

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| <u>Signature of Reporting Person</u> | Date |
|--------------------------------------|------------|
| /s/ Philip Falcone (+) | 01/16/2009 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Raymond J. Harbert (+) | 01/16/2009 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Michael D. Luce (+) | 01/16/2009 |
| <u>Signature of Reporting Person</u> | 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).

- IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.
- (1) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person. These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Manager"), the investment manager of the Master Fund, HMC Investors, L.L.C., the managing member of Harbinger Manager ("HMC Investors"), Philip Falcone, the portfolio manager of the Master Fund and a member of HMC Investors, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.
- (2) Each entity or person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person. These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund, HMC-New York, Inc. ("HMCNY"), the managing member of HCPSS, Harbert Management Corporation ("HMC"), the parent of HMCNY, Philip Falcone, the portfolio manager of the Special Situations Fund and a shareholder of HMC, Raymond J. Harbert, a shareholder of HMC, and Michael Luce, a shareholder of HMC.
- (4) Each Reporting Person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (5)

Remarks:

- (+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

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.