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 or Section 30(h) of the Investment Company Act of 1940

1 Name ar															
Name and Address of Reporting Person* Graham James D			2. Issuer Name and Ticker or Trading Symbol CLEVELAND-CLIFFS INC. [CLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)Director10% Owner						
(Last) (First) (Middle) 200 PUBLIC SQUARE, SUITE 3300				3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019						X Officer (give title below) Other (specify below) EVP, Chief Legal Officer & Sec					
CLEVEI	LAND, OH	(Street)		4. If Amend	ment,	Date C	rigina	al Filed(Mor	th/Day/Yea	ır)	_X_ Form fil	ed by One Repo	Group Filing orting Person One Reporting	• •	ble Line)
CLEVELAND, OH 44114 (City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						uired, Disposed of, or Beneficially Owned						
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	any	Execution Date, if	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)		d of (D)	Beneficially Owned Following Reported Transaction(s)		ollowing	6. Ownership Form:	Beneficial	
				(Month/Day	Year)	Coo	le	V Amou	(A) or (D)	Price	(Instr. 3 a	nd 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Shares		02/19/2019			F		70,85 (1)	0 D	\$ 11.24	218,575	5.792		D	
Common Shares 0		02/19/2019			A		25,83 (2)	25,834 (2) A	\$ 0	244,409.792		Г	D		
	Report on a s	senarate line fo	or each class of secu	rities benefici	ally ov	wned di	rectly	or indirec	lv.						
	Report on a s	separate line fo		Derivative S	ecurit	ies Acq	P Co th	ersons wontained ne form d	ho respin this factorial splays	orm are a curre	e not requently valid	OMB con	formation spond unle trol numbe	ss	1474 (9-02)
1. Title of		3. Transaction	Table II - n 3A. Deemed Execution Da	Derivative S (e.g., puts, ca 4. tte, if Transa Code	ecuriti	ies Acq arrants	uired, option (ersons wontained ne form d	of, or B	eneficia curities) 7. T Am Uno	e not requently valid	OMB conf	spond unle	of 10. Owners Form of Derivati Security Direct (or Indire	11. Nature of Indirect Benefici Ownersl (Instr. 4)

Reporting Owners

D (1 0 N /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Graham James D 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114			EVP, Chief Legal Officer & Sec				

Signatures

/s/ James D. Graham	02/21/2019
**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) Surrender of shares in payment of tax liability incurred on February 19, 2019, the date of restricted share units vesting to the Reporting Person that were granted on February 23, 2016.
- (2) Reflects the number of restricted share units granted to the Reporting Person on February 19, 2019 from the Issuer's Amended and Restated 2015 Equity and Incentive Compensation Plan. This grant vests on December 31, 2021.

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.