FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.				2. Issuer Name and Ticker or Trading Symbol CLEVELAND CLIFFS INC [CLF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Officer (give title below) Z Other (specify below)					
(Last) (First) (Middle) C/O INTERNATIONAL FUND SERVICES LIMITED, THIRD FL, BISHOP'S SQUARE REDMOND'S HILL				3. Date of Earliest Transaction (Month/Day/Year) 05/22/2008							•	* See Remark	cs				
(Street) DUBLIN, L2 00000												6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting Person					
(Zip)			T	able I	- No	n-De	rivative S	Securities	Acqui	red, Disp	osed of, or I	Beneficially (Owned				
2. Transaction Date (Month/Day/Year)	any			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)		Following n(s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership				
	(iviolitii)	violiti/Bay/1 car)		Co	de	V	Amount	(A) or (D)	Price	(mou. 3	(Liber 5 and 1)		or Indirect (I)				
05/22/2008				F	•		333,33	3 A	\$ 92.92	8,852,9	81		_				
05/23/2008				F	,		147,01	9 A	\$ 92.57	9,000,0	000		_				
05/22/2008				F	•		166,66	7 A	\$ 92.92	4,426,4	91		_				
05/23/2008				F)		452,98	1 A	\$ 92.57	4,879,4	172		_				
						Person the	sons wh tained in form dis	o respon n this for splays a	rm are currer	not requally valid	uired to res	pond unle	ss	1474 (9-02)			
										y Owned							
Year) Execution Da	Co	ode		of Deriv Secun Acqu (A) o Dispo of (D (Instr	vative rities ired r osed)	and (Mo	Expiration	on Date	Amo Undo Secu	ount of erlying crities		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (I or Indirects)	Benefic Owners (Instr. 4			
								Expiration Date	n Title	or							
	(Middle) SID SERVICES OP'S SQUARE (Zip) 2. Transaction Date (Month/Day/Year) 05/22/2008 05/23/2008 05/23/2008 05/23/2008 Table II - On SA. Deemed Execution Date (Year)	CLEVEN C	RTNERS CLEVELA (Middle) ID SERVICES OP'S SQUARE 3. Date of Ea 05/22/2008 4. If Amendn 2A. Deemed Execution Date (Month/Day/Year) 05/22/2008 05/22/2008 05/22/2008 05/22/2008 Table II - Derivative Sec (e.g., puts, call on 3A. Deemed Execution Date, if any Transaction Transaction A. Transaction Table II - Derivative Sec (e.g., puts, call on 3A. Deemed Execution Date, if any	CLEVELANI (Middle) ID SERVICES OP'S SQUARE 4. If Amendment (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 05/22/2008 05/22/2008 05/22/2008 05/22/2008 Table II - Derivative Securit (e.g., puts, calls, worm) Table II - Date (e.g., puts, calls, worm) 3. Date of Earlies (05/22/2008) 4. If Amendment (Execution Date, if any (Month/Day/Year)) Table II - Derivative Securit (e.g., puts, calls, worm) 3. Date of Earlies (05/22/2008) 4. If Amendment (Execution Date, if any (Month/Day/Year))	RTNERS CLEVELAND CLE (Middle) ID SERVICES OP'S SQUARE 3. Date of Earliest Tran 05/22/2008 4. If Amendment, Date (Zip) Table I 2. Transaction Date (Month/Day/Year) Code (Instr. 4. If Amendment, Date Execution Date, if any (Month/Day/Year) Co 05/22/2008 F 05/22/2008 F 05/22/2008 F Table II - Derivative Securities Access of securities beneficially owned Table II - Derivative Securities Access of Securities beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned Table II - Derivative Securities Access of Securities Beneficially owned	CLEVELAND CLIFFS (Middle) ID SERVICES OP'S SQUARE 3. Date of Earliest Transaction 05/22/2008 4. If Amendment, Date Origin 2A. Deemed Execution Date, if any (Month/Day/Year) Code 05/22/2008 P 05/22/2008 P 05/22/2008 P 05/22/2008 P 05/22/2008 P Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton Code) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton Code) Transaction Date, if Transaction Code Transaction Date, if Transaction Code	CLEVELAND CLIFFS IN (Middle) ID SERVICES OP'S SQUARE 4. If Amendment, Date Original F (Zip) Table I - Non-De Execution Date, if any (Month/Day/Year) D5/22/2008 P 05/22/2008 P 05/22/2008 P 05/22/2008 P 05/22/2008 P 05/22/2008 P Table II - Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, In and (Month/Day/Year) Sa. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, In and (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Date Date Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Date Date Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	CLEVELAND CLIFFS INC [CLF] (Middle) ID SERVICES OP'S SQUARE 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 3. Transaction (Code (Instr. 8) Code V Amount (A) or Disposed of (E.g., puts, calls, warrants, options, convertion (E.g., puts, calls, warrants, options, converting of (Instr. 8) 3. Transaction (Instr. 8) Code V Amount (A) or Disposed of (D) (Instr. 8) Code of (D) (Instr. 3, 4, and 5) Date Date	CLEVELAND CLIFFS INC [CLF] (Middle) ID SERVICES DP'S SQUARE 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, if any (Month/Day/Year) Code V Amount (D) 05/22/2008 P 147,019 A 05/23/2008 P 166,667 A 05/23/2008 P 166,667 A 05/23/2008 P 452,981 A Cor each class of securities beneficially owned directly or indirectly. Persons who response of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ben (E.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3) (Instr. 8) Date Execution Date, if Transaction On Disposed of (D) (Instr. 3) (Instr. 3) 4, and 5) Date Expiration Date Expiration	CLEVELAND CLIFFS INC [CLF] 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (Code (Instr. 8) Code V Amount (D) Price 05/22/2008 P 147,019 A \$ 92.57 05/22/2008 P 166,667 A \$ 92.92 05/23/2008 P 166,667 A \$ 92.92 05/23/2008 P 452,981 A \$ 92.57 or each class of securities beneficially owned directly or indirectly. Persons who respond to contained in this form are the form displays a currer Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) On 3A. Deemed Execution Date, if Transaction (Code of CD) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) On Disposed of (D) (Instr. 8) Date Expiration Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Date Expiration Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	CLEVELAND CLIFFS INC [CLF] Direct Office	CLEVELAND CLIFFS INC [CLF] Director Officer (give title belegation of the belge	Check all applic Check all a	CLEVELAND CLIFFS INC [CLF] (Addalle) (Indice (give title below) A Discorrect Sorrection (Month/Day/Year) (Indice (give title below) A Discorrection (Discorrection) A Discorrection (Discorrection)			

	Relationships				
Departing Owner Name / Address	Director	10% Owner	Officer	Other	
Reporting Owner Name / Address					

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000	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
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	X	* See Remarks
HMC - NEW YORK, INC. 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
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	0.5 (0.5 (0.0))
Investors, L.L.C., Managing Member, By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
Harbinger Capital Partners Offshore Manager, L.L.C. (+), By: HMC Investors, L.L.C., Managing Member, By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
HMC Investors, L.L.C. (+), By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
Harbinger Capital Partners Special Situations Fund, L.P. (+), By: Harbinger Capital Partners Special Situations GP, LLC,	05/07/0004
By: HMC-New York, Inc., Managing Member, By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
Harbinger Capital Partners Special Situations GP, LLC (+), By: HMC-New York, Inc., Managing Member, By: /s/William R. Lucas, Jr.	05/27/2008

**Signature of Reporting Person	Date
HMC-New York, Inc. (+), By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
Harbert Management Corporation (+), By: /s/ William R. Lucas, Jr.	05/27/2008
**Signature of Reporting Person	Date
/s/ Philip Falcone (+)	05/27/2008
**Signature of Reporting Person	Date
/s/ Raymond J. Harbert (+)	05/27/2008
**Signature of Reporting Person	Date
/s/ Michael D. Luce (+)	05/27/2008
**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).
- IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS
- (1) MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.
- (2) 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,
- (3) L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.
- Each Reporting 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 (4) 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) 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"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.
- 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 (7) 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.
- (8) The amount of shares beneficially owned indicated herein reflects a 2-for-1 stock split announced by the Issuer.

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.