## 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

| (Print or Ty               | pe Response   | s)                    |  |                                       |                                 |                       |                                 |                             |                  |   |   |  |  |  |
|----------------------------|---|-----------------------|--|---------------------------------------|---------------------------------|-----------------------|---------------------------------|-----------------------------|------------------|---|---|--|--|--|
| 1. Name an<br>Raguz St     |   | f Reporting Per       | rson*                                      | 2. Issuer Name<br>CLIFFS NAT<br>[CLF] |                                 |                       |                                 |                             |                  | Direct                                      | or<br>er (give title belo                             | eck all applic   | cable)<br>10% Owner<br>Other (specify          |  |
| 200 PUB                    |   | (First)<br>ARE, SUITI | (Middle)<br>E 3300                         | 3. Date of Earlie 03/12/2012          | st Transacti                    | on (Mo                | onth/Day/                       | Year)                       |                  |   | SVP, C  | orp. Strategy  | & Treas.                                       |  |
| CI EVEL                    | AND OI  | (Street)              |  | 4. If Amendmen                        | t, Date Orig                    | inal Fi               | led(Month/I                     | Day/Year)                   |                  | _X_ Form fil                                | ual or Joint/O<br>led by One Repo<br>led by More than | orting Person  |  | able Line)   |
| (City                      | LAND, OF  | (State)               | (Zip)                                      | r                                     | Γable I - No                    | n-Der                 | ivative Se                      | curities                    | Acau             | ired. Disp                                  | osed of, or I   | Beneficially   | Owned  |  |
| 1.Title of S<br>(Instr. 3) | Security  |                       | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,         | 3. Transi<br>Code<br>(Instr. 8) | action                |                                 | ties Acq<br>isposed         | uired<br>of      | 5. Amoun<br>Beneficia                       | t of Securition<br>Ily Owned F<br>Transaction         | es<br>ollowing   | 6.<br>Ownership<br>Form:<br>Direct (D)         | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                |
|                            |   |                       |  |                                       | Code                            | V                     | Amount                          | (A) or<br>(D)               | Price            |   |   |  | or Indirect (I) (Instr. 4)                     | (Instr. 4)   |
| Common                     | Stock   |                       | 03/12/2012                                 |                                       | A                               |                       | 1,320<br>(1)                    | A                           | \$ 0             | 14,537                                      |   |  | D  |  |
| Common                     | Stock   |                       |  |                                       |                                 |                       |                                 |                             |                  | 200   |   |  | I  | By wife in IRA   |
| Common                     | ı Stock   |                       |  |                                       |                                 |                       |                                 |                             |                  | 4,057                                       |   |  | I  | By<br>VNQDC<br>(2)   |
| Reminder:                  | Report on a s   | separate line fo      | r each class of secur                      | Derivative Secur                      | ities Acquir                    | Pers<br>cont<br>the f | ons who<br>ained in<br>orm disp | responding this for blays a | rm are<br>curre  | e not requently valid                       | ction of inf<br>uired to res<br>OMB cont              | spond unle   | ess  | 2 1474 (9-02)  |
| 1. Title of                | 2   | 3. Transaction        |  | e.g., puts, calls, v                  | varrants, o <sub>l</sub>        |                       | , <b>converti</b><br>ate Exerci |                             |                  | itle and                                    | 8. Price of   | 9. Number  | of 10.   | 11. Nature   |
|                            | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date (Month/Day/\)    | Execution Data<br>Year) any                | te, if Transaction Code (Instr. 8)    |                                 | and<br>(Mo            | Expiration                      | Date                        | Am<br>Und<br>Sec | ount of<br>derlying<br>urities<br>tr. 3 and |   | Derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Owners Form of Derivat Securit Direct or India | ship of Indirect<br>f Beneficial<br>Ownership<br>y:<br>(D)<br>rect |
|                            |   |                       |  | Code V                                | (A) (D)                         | Date<br>Exer          |                                 | xpiration<br>Date           | n<br>Title       | Amount<br>or<br>Number<br>of<br>Shares      |   |  |  |  |

### **Reporting Owners**

| D 41 0 N /   |          |              | Relationships                |       |
|--|----------|--------------|------------------------------|-------|
| Reporting Owner Name / Address   | Director | 10%<br>Owner | Officer                      | Other |
| Raguz Steven M<br>200 PUBLIC SQUARE<br>SUITE 3300<br>CLEVELAND, OH 44114 |          |              | SVP, Corp. Strategy & Treas. |       |

#### **Signatures**

| /s/ Keirsten Riedel By Power of Attorney | 03/14/2012 |
|--|------------|
| **Signature of Reporting Person          | Date       |
|  | J          |

#### **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) Reflects the number of restricted share units granted to the Reporting Person on March 12, 2012 for the Performance Period 2012 to 2014 from the Issuer's Amended and Restated Cliffs 2007 Incentive Equity Plan.
- (2) Held for the benefit of the Reporting Person by the Issuer's 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC").

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.