FORM	4
------	---

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Responses)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

#### 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 P HENRY JANICE K	2. Issuer Name CLIFFS NAT [CLF]					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)			
(Last) (First) 226 GOLDEN GATE PT., AI	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2013									
(Street) SARASOTA, FL 34236	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_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)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		v	4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		· · ·	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Common Shares	04/01/2013		A <mark>(1)</mark>		316.6227	A	\$ 18.95	6,562.0177	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	1	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on 1	Numb	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	(	of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	]	Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				4	Acqui	ired			4)			Following	Direct (D)	
						(A) 01							1	or Indirect	
						Dispo							Transaction(s)	< / .	
						of (D)							(Instr. 4)	(Instr. 4)	
						(Instr	· · · ·								
					4	4, and	15)								
											Amount				
								Date	Emination		or				
								Exercisable	Expiration	Title	Number				
								Exercisable	Date		of				
				Code V	V	(A)	(D)				Shares				

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HENRY JANICE K 226 GOLDEN GATE PT. APT. 41 SARASOTA, FL 34236	Х							

# Signatures

 /s/ James D. Graham by Power of Attorney
 04/03/2013

 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).
- Reflects number of Common Shares credited to the account of the Reporting Person in payment of the Reporting Person's required quarterly retainer for the second quarter (1) under the Cliffs Natural Resources Inc. Nonemployee Directors' Compensation Plan (the "Plan"). Full shares earned pursuant to the Plan in 2013 will be issued effective January 1, 2014.

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.