FORM 4	4
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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).

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

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#### 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 F Carrabba Joseph A	2. Issuer Name CLIFFS NAT [CLF]			0,			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
(Last) (First) 200 PUBLIC SQUARE, SUI	3. Date of Earlies 07/31/2013	t Transacti	on (N	/lonth/Day	/Year	)	President & C	EU		
(Street) CLEVELAND, OH 44114-23	4. If Amendment	, Date Orig	inal	Filed(Month	/Day/Y		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								
(Instr. 3) Date (Month/Day/Year)		3. Transac Code (Instr. 8)	tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership o Form: E	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Shares	07/31/2013		S		20,000	D	\$ 19.4687 <u>(1)</u>	274,688 <sup>(2)</sup>	D	
Common Shares								6,996.537 ( <u>3)</u>	Ι	VNQDC (4)

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

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 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.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	Number		and Expiration Date		Amount of Der		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code				(Month/Day/Year)		Underlying S		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	· · · · · · · · · · · · · · · · · · ·		Securities (Inst		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					Secur	Securities (1		(Instr. 3 and			Owned	Security:	(Instr. 4)	
	Security					Acqu	ired			4)			0	Direct (D)	
						(A) or							1	or Indirect	
						Disposed							Transaction(s)	< / .	
						of (D)							(Instr. 4)	(Instr. 4)	
						(Instr. 3,									
						4, and 5)									
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
								Excicisable	Dute		of				
				Code	V	(A)	(D)				Shares				

# **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Carrabba Joseph A 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315	Х		President & CEO					

# Signatures

/s/ James D. Graham by Power of Attorney 08/02/2013

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).
- The price reported in column four is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.415 to \$19.51, inclusive. The (1) Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, with full information regarding the number of shares sold at each separate price with this range.
- (2) Following Reported Transaction, balance includes 25,010 restricted share units.
- (3) Balance shown reflects 57.55 shares acquired June 3, 2013 pursuant to the dividend reinvestment feature of the Issuer's 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC").
- (4) Held for the benefit of the Reporting Person by the VNQDC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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