## 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

pe Response	s)													
1. Name and Address of Reporting Person* Webb David L				2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Other (specify below)				
(Last) (First) (Middle) 200 PUBLIC SQUARE, SUITE 3300				3. Date of Earliest Transaction (Month/Day/Year) 07/29/2014							Е	VP, Global C	oai	
(Street) CLEVELAND, OH 44114-2315				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
•	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(Instr. 3)		2. Transaction Date (Month/Day/Year)	any		Code (Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)  (A) or		of (D	D) Beneficially Owned Fol Reported Transaction(s) (Instr. 3 and 4)		ollowing	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares		07/29/2014			A		24,54 (1)	·0 A	\$ 0	41,808			D	
					cquire	conta the fo	ained in orm dis	n this fo splays a of, or Bei	rm a curr	re not requently valid	uired to res OMB con	spond unle	ss	1474 (9-02)
	Date	3A. Deemed Execution Da	4. Transaction Code	5. Num of Deri Secu Acqu (A) of Disp of (I (Inst 4, ar	vative urities uired or posed D) cr. 3, and 5)	6. Da and E (Mon	tte Exer Expiration htth/Day/	cisable on Date /Year)	7. Arr Urr See (Im 4)	Title and nount of derlying curities str. 3 and	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (i or Indirect)	Beneficial Ownership (Instr. 4)
	d Address of avid L  LIC SQUA  LIC SQUA  AND, OH  ceurity  Shares  Report on a s  Conversion or Exercise Price of Derivative	(First) LIC SQUARE, SUITE (Street)  AND, OH 44114-231: (State)  ecurity  Shares  Report on a separate line for Exercise Price of Derivative  3. Transaction Date (Month/Day/Y	d Address of Reporting Person vivid L  (First) (Middle) LIC SQUARE, SUITE 3300  (Street)  AND, OH 44114-2315  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Year)  Shares 07/29/2014  Report on a separate line for each class of security  Table II - 1  Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person*  2. Issuer Name CLIFFS NAT [CLF]  3. Date of Earlie (07/29/2014)  (Street)  4. If Amendmen  AND, OH 44114-2315  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Shares  07/29/2014  Report on a separate line for each class of securities beneficially  Table II - Derivative Securities beneficially  Table II - Derivative Securities beneficially  (Month/Day/Year)  3. Transaction Date (Agr., puts, calls, variety of Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person vid L    CLIFFS NATURATION	d Address of Reporting Person*  virid L    CLIFFS NATURAL RI	d Address of Reporting Person 2 vivid L    Carry   Carry   Carry	d Address of Reporting Person vid L  2. Issuer Name and Ticker or Trading Sy CLIFFS NATURAL RESOURCE [CLF]  3. Date of Earliest Transaction (Month/Da) (7/29/2014  4. If Amendment, Date Original Filed(Mont And O7/29/2014  4. Secution Date, if Code (Instr. 8)  Code V Amou And Code (Instr. 8)  Shares  07/29/2014  A 24,54  Conversion or Exercise Perice of Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver and Code (Instr. 8)  Code (Instr. 8)  Persons where the form disposed (e.g., puts, calls, warrants, options, conver and Code (Instr. 8)  Code (Instr. 8)  Persons where Execution Date of Code (Instr. 8)  Code (Instr. 8)  Persons where Execution Date of Code (Instr. 8)  Code (Instr. 8)  Persons where Execution Date of Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Persons where Execution Date of Code (Instr. 8)  Code (I	2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF]   3. Date of Earliest Transaction (Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   5. Table I - Non-Derivative Securities   6. Date (Instr. 3, 4 and 5)   6. Date (A) or Disposed (Instr. 8)   6. Date Exercisable and Expiration Date (Month/Day/Year)   6. Date Exercisable   6. Date Exercisable and Expiration Date (Instr. 8)   6. Date Exercisable and Expiration Date (A) or Disposed (Instr. 8)   6. Date Expirative Securities Acquired (A) or Disposed (Instr. 8)   6. Date Expirative Securities Acquired (A) or Disposed of (D) (Instr. 8)   6. Date Exprisable Expiration Date (A) or Disposed of (D) (Instr. 8)   6. Date Exprisable Expiration Date (A) or Disposed of (D) (Instr. 8)   6. Date Exprisable Expiration Date (Instr. 8)   6. Date Expiration Date (Instr. 8)   6. Date E	2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF]     1. IC SQUARE, SUITE 3300   07/29/2014     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)     3. Transaction Date (Month/Day/Year)     4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)     5. Shares   07/29/2014   A   24,540   A   \$0     5. Shares   07/29/2014   A   24,540   A   \$0     6. Date Execution Date (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (Instr. 8)     6. Date Exercisable Derivative Securities (Instr. 8)   Date Exercisable (Instr. 8)     7. Table II - Derivative Securities (Instr. 8)   Date Exercisable (Instr. 8)     8. Date Exercisable Date (Instr. 8)   Date Exercisable (Instr. 8)     8. Date Expiration Date (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable Date (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)   Date Exercisable (Instr. 8)     9. Date Exercisable Expiration Title Exercisable (Instr. 8)     9. Date Exercisable (Instr. 8)     9. Date Exercisable (Instr. 8)     9. Date Exercisable (Inst	Address of Reporting Person   Address of Reporting Person   Vid L   CLIFFS NATURAL RESOURCES INC.   CLIFFS NATURAL RESOURCES INC.   CLIFFS NATURAL RESOURCES INC.   CLIFFS NATURAL RESOURCES INC.   Direct X Office   AND, OH 44114-2315   Clip   A   A   A   A   A   A   A   A   A	Address of Reporting Person*    CLIFFS NATURAL RESOURCES INC.   CLF    ClCR    ClCR	Security   Company   Com	2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF]   5. Relationship of Reporting Person(s) to Issue (CLFR) NATURAL RESOURCES INC. [CLF]   5. Relationship of Reporting Person(s) to Issue (CLFR) (CLFR)   6. Individual or Joint/Group Filing/Check Application (Month/Day/Year)   7/29/2014   4. If Amendment, Date Original Filed(Month/Day/Year)   7/29/2014   4. If Amendment, Date Original Filed(Month/Day/Year)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   4. If Amendment, Date Original Filed(Month/Day/Year)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   5. Relationship of Reporting Person(s) to Issue (CLFR)   7/29/2014   5. Relationship of Reporting Person(s) (Month/Day/Year)   7/29/2014   5. Relationship of Reporting Person(s) (Relationship of Reporting Person(s) (Relati

#### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Webb David L 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315			EVP, Global Coal					

## **Signatures**

/s/ James D. Graham by Power of Attorney	07/31/2014		
**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) Relfects the number of restricted share units granted to the Reporting Person on July 29, 2014 under the the Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan.

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.