

# CLIFFS NATURAL RESOURCES INC.

Filed by  
**THIRD POINT LLC**

## **FORM SC 13D** (Statement of Beneficial Ownership)

Filed 02/23/04

Address	200 PUBLIC SQUARE STE. 3300 CLEVELAND, OH 44114-2315
Telephone	216-694-5700
CIK	0000764065
Symbol	CLF
SIC Code	1000 - Metal Mining
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	12/31

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934\*

### Cleveland-Cliffs Inc

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(Name of Issuer)

Common Shares, par value \$1.00 per share

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(Title of Class of Securities)

185896107

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(CUSIP Number of Class of Securities)

Daniel S. Loeb  
Third Point Management Company L.L.C.  
360 Madison Avenue, 24th Floor  
New York, NY 10017  
(212) 224-7400

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:  
Jack H. Nusbaum, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

February 11, 2004

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(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 185896107

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel S. Loeb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

585,000

EACH  
REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

585,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

585,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON\*

IN

SCHEDULE 13D

CUSIP No. 185896107

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Third Point Management Company L.L.C. I.D. #13-3922602

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

585,000

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

585,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

585,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON\*

OO

This Schedule 13D is being filed on behalf of Third Point Management Company L.L.C., a Delaware limited liability company (the "Management Company"), and Daniel S. Loeb, an individual ("Mr. Loeb" and, together with the Management Company, the "Reporting Persons"). This Schedule 13D relates to the Common Shares, par value \$1.00 per share, of Cleveland-Cliffs Inc, an Ohio corporation (the "Company"). Unless the context otherwise requires, references herein to the "Common Shares" are to such Common Shares of the Company. The Management Company is the investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, collectively, the "Funds"). The Funds directly own the Common Shares to which this Schedule 13D relates, and the Reporting Persons may be deemed to have beneficial ownership over such Common Shares by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Shares.

**Item 1. Security and Issuer.**

This statement on Schedule 13D relates to the Common Shares of the Company, and is being filed pursuant to Rules 13d-1 and 13d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The address of the principal executive offices of the Company is 1100 Superior Avenue, Cleveland, Ohio 44114.

**Item 2. Identity and Background.**

(a) This statement is filed by the Reporting Persons. Daniel S. Loeb is the managing member of the Management Company and controls the Management Company's business activities. The Management Company is organized as a limited liability company under the laws of the State of Delaware.

(b) The address of the principal business and principal office of the Management Company and Mr. Loeb is 360 Madison Avenue, 24th Floor, New York, NY 10017.

(c) The principal business of the Management Company is to serve as investment manager or adviser to the Funds, and to control the investing and trading in securities of the Funds. The principal business of Mr. Loeb is to act as the managing member of the Management Company.

(d) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Loeb is a United States citizen.

**Item 3. Source and Amount of Funds or Other Consideration.**

The Funds expended an aggregate of approximately \$28,575,496.93 of their own investment capital to acquire the 585,000 shares of Common Shares held by them (the "Shares"). The Shares were acquired in open market purchases.

The Funds effect purchases of securities primarily through margin accounts maintained for them with Bear, Stearns Securities Corp. (the "Primary Broker") which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

**Item 4. Purpose of Transaction.**

The purpose of the acquisition of the Shares by the Funds is for investment. The Reporting Persons may cause the Funds to make further acquisitions of Common Shares from time to time or to dispose of any or all of the shares of Common Shares held by the Funds at any time.

The Reporting Persons believe that the Company shares are significantly undervalued based on iron ore price increases that should take effect shortly. In addition, the Reporting Persons believe that the Company's current market valuation does not reflect the inherent value of the Company's estimated 47% interest in the Mesabi Nugget Project which could generate significant incremental cash flow. Furthermore, the Reporting Persons urge the Company to explore means by which to distribute the Company's 5.6 million share holdings in International Steel group currently valued at \$217 million.

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Company, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Company and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date of this Schedule 13D, the Management Company beneficially owns 585,000 shares of Common Shares. The Management Company shares voting and dispositive power over such holdings with Mr. Loeb and with the Funds. As of January 31, 2004, the Shares represented 5.5% of the total 10,572,823 shares of Common Shares outstanding as reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003. None of the individual Funds owns a number of shares of Common Shares equal to or greater than 5% of such total Common Shares outstanding.

(b) The Management Company and Mr. Loeb share voting and dispositive power over the 585,000 shares of Common Shares held directly by the Funds.

(c) Schedule A hereto sets forth certain information with respect to transactions by the Funds, at the direction of the Reporting Persons, in the Common Shares during the past sixty days.

All of the transactions set forth on Schedule A, except as may be otherwise noted therein, were effected in open market purchases on the New York Stock Exchange through the Primary Brokers.

Except as set forth above, during the last sixty days there were no transactions in the Common Shares effected by the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

(d) Other than the Funds which directly hold the Shares, and except as set forth in this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement with respect to the joint filing of this statement, and any amendment or amendments hereto.

By virtue of the relationships among the Reporting Persons and the Funds, as described in Item 2, the Reporting Persons and the Funds may be deemed to be a "group" under the Federal securities laws. Except as otherwise set forth in this Schedule 13D, each Reporting Person expressly disclaims beneficial ownership of any of the shares of Common Shares beneficially owned by any other Reporting Person or the Funds and the filing of this Statement shall not be construed as an admission, for the purposes of Sections 13(d) and 13(g) or under any provision of the Exchange Act or the rules promulgated thereunder or for any other purpose, that any Reporting Person is a beneficial owner of any such shares.

Except as set forth herein, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Company.

**Item 7. Material to be Filed as Exhibits.**

1. Joint Filing Agreement, dated as of February 23, 2004, by and between the Reporting Persons.

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**Schedule A**

(Transactions by the Funds in Common Shares

during the past sixty days)

Date	Transaction	Shares	Price Per Share	
12/12/2003	BUY	127,700	\$48.99040	
12/15/2003	BUY	50,000	\$48.22750	
12/16/2003	BUY	50,000	\$47.99200	
12/26/2003	BUY	6,300	\$50.98750	
01/15/2004	BUY	16,000	\$51.23510	
01/16/2004	BUY	20,000	\$51.20690	
01/20/2004	BUY	30,000	\$48.71820	
01/30/2004	BUY	12,675	\$44.39000	Cross Trade
01/30/2004	SELL	(12,675)	\$44.39000	Cross Trade
02/05/2004	BUY	25,000	\$42.70140	
02/06/2004	BUY	50,000	\$44.55810	
02/09/2004	BUY	50,000	\$46.84930	
02/10/2004	BUY	50,000	\$48.10440	
02/11/2004	BUY	100,000	\$52.75750	
02/17/2004	BUY	10,000	\$56.29060	

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 23, 2004

**THIRD POINT MANAGEMENT  
COMPANY L.L.C.**

By: /s/ Daniel S. Loeb

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Name: Daniel S. Loeb  
Title: Managing Member

/s/ Daniel S. Loeb

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Daniel S. Loeb

**[SIGNATURE PAGE TO SCHEDULE 13D  
WITH RESPECT TO  
CLEVELAND-CLIFFS INC]**

**Exhibit 1**

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)(1)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: February 23, 2004

**THIRD POINT MANAGEMENT  
COMPANY L.L.C.**

By: */s/ Daniel S. Loeb*

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*Name: Daniel S. Loeb  
Title: Managing Member*

*/s/ Daniel S. Loeb*

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*Daniel S. Loeb*

**[JOINT FILING AGREEMENT FOR SCHEDULE 13D  
WITH RESPECT TO  
CLEVELAND-CLIFFS INC]**