

CLIFFS NATURAL RESOURCES INC.

Reported by
TOMPKINS P KELLY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/13/14 for the Period Ending 08/06/14

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

FORM 4

[] 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**

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 Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
TOMPKINS P KELLY			CLIFFS NATURAL RESOURCES INC. [CLF]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Ext Aff & Pres Global Comm		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
200 PUBLIC SQUARE, SUITE 3300			8/6/2014					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
CLEVELAND, OH 44114-2315						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Shares	8/6/2014		A		19790.0000 (1)	A	\$17.1500	85319.0000	D	
Common Shares	8/6/2014		D		10250.0000 (2)	D	\$17.1500	75069.0000	D	
Common Shares	8/6/2014		D		19790.0000 (3)	D	\$17.1500	55279.0000	D	
Common Shares								3956.3570 (4)	I	VNQDC (5)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- Reflects a payout of performance shares at 100 percent target for the 2012-2014 and 2013-2015 performance periods which were deemed earned under the change in control provision of the Issuer's 2012 Incentive Equity Plan, as amended.
- Reflects the number of restricted share units vested from the 2012-2014 and 2013-2015 grants under the Issuer's 2012 Incentive Equity Plan, as amended. The vested shares converted into a cash payment due to a trigger of the change in control provision of the Issuer's 2012 Incentive Equity Plan, as amended.
- The performance shares were converted into a cash payment due to a trigger of the change in control provision of the Issuer's 2012 Incentive Equity Plan, as amended.
- Balance shown reflects 29.825 and 39.328 shares acquired on March 3, 2014 and June 3, 2014, respectively, pursuant to the dividend reinvestment feature of the Issuer's 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC"). Balance shown also reflects an adjustment of 1.498 shares due to fractional shares not recorded prior to 2013.

(5) Held for the benefit of the Reporting Person by the Issuer's 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC").

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMPKINS P KELLY 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315			EVP Ext Aff & Pres Global Comm	

Signatures

/s/ James D. Graham by Power of Attorney

8/13/2014

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.