

CLIFFS NATURAL RESOURCES INC.

Reported by GONCALVES LOURENCO

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 12/19/14 for the Period Ending 11/17/14

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



] 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 Person *				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
S LOUI	RENCO)					RESOU	URCES		ctor		10%(Owner	
(First)	(Midd	lle)		3. Date of Earliest Transaction (MM/DD/YYYY)					below)	, ,			r (specify	
SQUAR	E, SUI	TE 330	00			11/17/2	014		Chanina	i, i i csiu	ciii & CL	O		
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)				
D, OH 4	4114-23	315												
(State)	(Zip)			9/15/2014						X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table I	- Non-D	erivati	ve Secui	ritie	es Acquire	ed, Dispo	sed of, o	r Beneficially	y Owned				
1.Title of Security (Instr. 3)				te Deemed Code Acquired (A) or Follow			owing Reported T	ing Reported Transaction(s) 3 and 4)			Beneficial Ownership			
le II - De	rivative S	Securitie	s Benef	ficially (Owr	ned (<i>e.g.</i> ,	, puts, cal	lls, warr	ants, options,	, convert	ible secur	rities)		
Conversion or Exercise Price of Derivative Security	3. Trans. Date		4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Securities Underlying		Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(s) (Instr. 4)	(4)		
\$13.83	11/17/2014		A	250000		(2)	12/31/2021	Common Shares	250000.0	\$0	250000	D		
	(First) SQUAR (Street) D, OH 4 (State) le II - Der 2. Conversion or Exercise Price of Derivative Security	S LOURENCO (First) (Midd SQUARE, SUI' (Street) D, OH 44114-23 (State) (Zip) Table I Le II - Derivative S 2. Conversion or Exercise Price of Derivative Security 11/17/2014	S LOURENCO (First) (Middle) SQUARE, SUITE 330 (Street) D, OH 44114-2315 (State) (Zip) Table I - Non-D Table I - Non-D 2. Conversion or Exercise Price of Derivative Security Security 11/17/2014	S LOURENCO	S LOURENCO (First) (Middle) 3. Date of East SQUARE, SUITE 3300 (Street) 4. If Amendra (MM/DD/YYYY) (State) (Zip) 2. Trans. Date 2. Trans. Date 2. Trans. Date Execution Date, if any 2. Security Securities Beneficially (Instr. any Securities	S LOURENCO (First) (Middle) SQUARE, SUITE 3300 (Street) A. If Amendmen (MM/DD/YYYY) D, OH 44114-2315 (State) (Zip) Table I - Non-Derivative Securities 2. Trans. Date Date Execution Date, if any Date Conversion or Exercise Price of Derivative Security Derivative Security 3. 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Date Deemed Execution Date Securities (Instr. 3) Code V (Instr. 3) 4. Scourities (Instr. 3) 5. Amount of Securities Underlying Derivative Security (Instr. 3) Code V (A) (D) Date Exercisable Expiration Date Exercisible Expiration Date Shares 11/17/2014 A 250000 (2) 12/31/2021 Common 250000 (2) 12/31/2021 (2) 12/31	CLIFFS NATURAL RESOURCES INC. [CLF] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) SQUARE, SUITE 3300 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) D, OH 44114-2315 (State) (State) 2. Trans. Date (Instr. 3, 4 and 5) Table I - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convert (Instr. 3 and 4) 2. Trans. Date 3. Trans. Ocode Transaction(soft) Code V Amount (D) Price 1. Transaction(soft) 3. Trans. Ocode Transaction(soft) 3. Trans. Ocode Transaction(soft) 3. Trans. Ocode Transaction(soft) 4. If Amount of Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convert (Instr. 3 and 4) 3. Trans. 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Explanation of Responses:

- (1) This amendment is being filed to correct the transaction date for this grant of stock options to the Reporting Person under the Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan. While the transaction date was originally reported as September 11, 2014, this date is hereby updated as November 17, 2014.
- (2) The option vests in three equal annual installments beginning on December 31, 2015.

Reporting Owners

Depositing Overnor Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
GONCALVES LOURENCO 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315	X		Chairman, President & CEO					

Signatures

/s/ James D. Graham by Power of Attorney

12/19/2014

^{**} Signature of Reporting Person

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.