

# CLIFFS NATURAL RESOURCES INC.

Reported by  
**FALCONE PHILIP**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/29/08 for the Period Ending 05/29/08

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**

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.</b>  (Last) (First) (Middle)  <b>555 MADISON AVENUE, 16TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CLEVELAND CLIFFS INC [ CLF ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>* See Remarks</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/29/2008</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  		

**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 Stock								<b>9000000</b>	<b>I</b>	<b>Footnote (1) (2) (3) (4)</b>
Common Stock	5/27/2008		P		750000	A	\$95.26	5629472	D (1) (5) (6) (7)	
Common Stock	5/28/2008		P		820000	A	\$102.33	6449472	D (1) (5) (6) (7)	

**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:**

- (1) **IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.**
- (2) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund").
- (3) These securities may be deemed to be indirectly beneficially owned by the following entities or persons: Harbinger Capital Partners

Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.

- (4) Each entity or person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such entity or person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (5) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
- (6) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.
- (7) Each Reporting Person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

\* The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.</b> 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		* See Remarks
<b>HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC</b> 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		* See Remarks
<b>HMC - NEW YORK, INC.</b> 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		* See Remarks
<b>HARBERT MANAGEMENT CORP</b> 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
<b>FALCONE PHILIP</b> 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022		X		* See Remarks
<b>HARBERT RAYMOND J</b> 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
<b>LUCE MICHAEL D</b> 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks

**Signatures**

Harbinger Capital Partners Special Situations Fund, L.P., By: Harbinger Capital Partners Special Situations GP, LLC, By: HMC-New York, Inc., Managing Member, By: /s/ William R. Lucas, Jr.

** Signature of Reporting Person	Date
<b>Harbinger Capital Partners Special Situations GP, LLC, By: HMC-New York, Inc., Managing Member, By: /s/ William R. Lucas, Jr.</b>	<b>5/29/2008</b>
<hr/>	
** Signature of Reporting Person	Date
<b>HMC-New York, Inc., By: /s/ William R. Lucas, Jr.</b>	<b>5/29/2008</b>
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** Signature of Reporting Person	Date
<b>Harbert Management Corporation, By: /s/ William R. Lucas, Jr.</b>	<b>5/29/2008</b>
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** Signature of Reporting Person	Date
<b>/s/ Philip Falcone</b>	<b>5/29/2008</b>
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** Signature of Reporting Person	Date
<b>/s/ Raymond J. Harbert</b>	<b>5/29/2008</b>
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** Signature of Reporting Person	Date
<b>/s/ Michael D. Luce</b>	<b>5/29/2008</b>
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** 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.

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