

CLIFFS NATURAL RESOURCES INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/14/96

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

CLEVELAND CLIFFS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/14/1996

Address	1100 SUPERIOR AVE 18TH FLR CLEVELAND, Ohio 44114
Telephone	216-694-5700
CIK	0000764065
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	12/31

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

CLEVELAND-CLIFFS INC

(Exact Name of Registrant as Specified in Its Charter)

OHIO
(State or Other Jurisdiction
of Incorporation or Organization)

34-1464672
(I.R.S. Employer Identification No.)

1100 Superior Avenue, Cleveland, Ohio 44114-2589
(Address of Principal Executive Offices Including Zip Code)

CLEVELAND-CLIFFS INC NONEMPLOYEE DIRECTORS' COMPENSATION PLAN
(Full Title of the Plan)

John E. Lenhard, Esq.
Secretary and Assistant General Counsel
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2589
(Name and Address of Agent For Service)

(216) 694-5700
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Shares, \$1.00 par value per share	50,000	\$40.00	\$2,000,000	\$690

(1) Pursuant to Rule 416 of the Securities Act of 1933 ("Securities Act"), this Registration Statement also covers such additional Common Shares, par value \$1.00 per share ("Common Shares"), as may become issuable pursuant to the anti-dilution provisions of the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan ("Plan").

(2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on June 10, 1996, within five business days prior to filing.

Exhibit Index Appears on Page 6

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Part II

Item 3. Incorporation of Documents by Reference

The following documents previously filed by Cleveland-Cliffs Inc ("Registrant") with the Securities and Exchange Commission ("Commission") are incorporated herein by reference: (1) the Annual Report on Form 10-K for the fiscal year ended December 31, 1995; (2) the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1996; and (3) the description of the Common Shares contained in the Registration Statement filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934 ("Exchange Act") for purposes of registering such securities thereunder, and any amendments and reports filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not Applicable. (Class of securities to be offered is registered under Section 12 of the Exchange Act.)

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Section 1701.13(E) of the Ohio Revised Code sets forth conditions and limitations concerning indemnification of officers, directors and other persons. Article IV of the Registrant's Regulations, incorporated herein by reference, allows indemnification of officers and directors to the fullest extent permitted for a corporation organized under the laws of Ohio.

The indemnification provided by the Regulations shall not be deemed exclusive of any other rights to which any person indemnified may be entitled as a matter of law or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person.

The directors and officers of the Registrant are covered by insurance policies issued by Continental Casualty Company and Federal Insurance Company, which insure the directors and officers of the Registrant against certain liabilities (excluding fines and penalties imposed by law) that might be incurred by them in such capacities and insure the Registrant for amounts that may be paid by the Registrant to indemnify its directors covered by the policies (up to the limits of such policies).

The Registrant has entered into indemnification agreements with its directors that would require the Registrant, subject to any limitations on the maximum permissible indemnification that may exist at law, to indemnify a director for claims that arise from his or her capacity as a director.

Item 7. Exemption from Registration Claims

Not Applicable.

Item 8. Exhibits

4(a) Articles of Incorporation, as amended, of the Registrant (filed as Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference).

4(b) Regulations of the Registrant (filed as Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference).

4(c) Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (filed as Appendix A to the Registrant's Proxy Statement dated March 25, 1996 and incorporated herein by reference).

4(d) Rights Agreement, dated September 8, 1987, as amended and restated as of November 19, 1991, by and between the Registrant and Society National Bank (successor to Ameritrust Company National Association) (filed as Exhibit 4(l) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference).

23 Consent of Independent Auditors.

24 Power of Attorney.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit

plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be in the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on June 14, 1996.

CLEVELAND-CLIFFS INC

By: */s/ John S. Brinzo*

John S. Brinzo, Executive Vice President - Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
* ----- M. T. Moore	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)	June 14, 1996
* ----- J. S. Brinzo	Executive Vice President-Finance (Principal Financial Officer)	June 14, 1996
* ----- R. Emmet	Vice President and Controller (Principal Accounting Officer)	June 14, 1996
* ----- R. C. Cambre	Director	June 14, 1996
* ----- R. S. Colman	Director	June 14, 1996
* ----- J. D. Ireland, III	Director	June 14, 1996
* ----- G. F. Joklik	Director	June 14, 1996
* ----- E. B. Jones	Director	June 14, 1996
* ----- L. L. Kanuk	Director	June 14, 1996
* ----- F. R. McAllister	Director	June 14, 1996
* ----- J. C. Morley	Director	June 14, 1996
* ----- S. B. Oresman	Director	June 14, 1996
* ----- A. Schwartz	Director	June 14, 1996
* ----- J. H. Wade	Director	June 14, 1996
* ----- A. W. Whitehouse	Director	June 14, 1996

* John E. Lenhard, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

June 14, 1996

By: /s/ John E. Lenhard

John E. Lenhard

Secretary and Assistant General Counsel

EXHIBIT INDEX

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23 Consent of Independent Auditors.

24 Power of Attorney.

Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan of our report dated February 13, 1996, with respect to the consolidated financial statements and schedule of Cleveland-Cliffs Inc and consolidated subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Cleveland, Ohio
June 12, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Cleveland-Cliffs Inc, an Ohio corporation ("the Company"), hereby constitutes and appoints John S. Brinzo, Franklin L. Hartman and John E. Lenhard, and each of them, as true and lawful attorney or attorneys-in-fact for the undersigned, with full power of substitution and revocation, for him or her and in his or her name, place and stead, to sign on his or her behalf as an officer or director of the Company a Registration Statement or Registration Statements on Form S-8 pursuant to the Securities Act of 1933 concerning certain Common Shares of the Company to be offered in connection with the Company's Nonemployee Directors' Compensation Plan, and to sign any and all amendments or post-effective amendments to such Registration Statement(s), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 14th day of June, 1996.

/s/ M. T. Moore

M. T. Moore
Chairman, President and Chief Executive Officer
and Director (Principal Executive Officer)

/s/ J. S. Brinzo

J. S. Brinzo
Executive Vice President-Finance
(Principal Financial Officer)

/s/ R. Emmet

R. Emmet
Vice President and Controller
(Principal Accounting Officer)

/s/ R. C. Cambre

R. C. Cambre
Director

/s/ R. S. Colman

R. S. Colman
Director

/s/ J. D. Ireland, III

J. D. Ireland, III
Director

/s/ G. F. Joklik

G. F. Joklik
Director

/s/ E. B. Jones

E. B. Jones
Director

/s/ L. L. Kanuk

L. L. Kanuk
Director

/s/ F. R. McAllister

F. R. McAllister
Director

/s/ J. C. Morley

J. C. Morley
Director

/s/ S. B. Oresman

S. B. Oresman
Director

/s/ A. Schwartz

A. Schwartz
Director

/s/ J. H. Wade

J. H. Wade
Director

/s/ A. W. Whitehouse

A. W. Whitehouse
Director

End of Filing