

CLIFFS NATURAL RESOURCES INC.

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 10/15/04

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

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CLEVELAND-CLIFFS INC

(Exact Name of Registrant as Specified in Its Charter)

Ohio

34-1464672

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

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

**CLEVELAND-CLIFFS INC NONEMPLOYEE DIRECTORS' COMPENSATION PLAN
(AS AMENDED AND RESTATED AS OF JANUARY 1, 2004)**

John E. Lenhard, Esq.
Vice President, Secretary and 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)

This Post-Effective Amendment No. 1 is being filed to
add new Exhibits 4(a), 4(c) and additional Exhibits 23 and 24 to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing

with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

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Part II

On January 1, 2004, the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, as amended by the First through the Fourth Amendments, was further amended and restated. Part II of Registration Statement No. 333-64008 on Form S-8, filed by Cleveland-Cliffs Inc ("Registrant") with the Securities and Exchange Commission ("SEC") on June 28, 2001, which incorporates by reference Registration Statement No. 333-06049 on Form S-8 as filed by the Registrant on June 14, 1996, is hereby amended by adding new Exhibits 4(a), 4(c), 23 and 24. New Exhibit 4(c) replaces Exhibits 4(c) through 4(g) as filed on S-8 Registration Statement No. 333-64008.

Item 8. Exhibits

- 4(a) Amended Articles of Incorporation of the Registrant, as filed with Secretary of State of the State of Ohio on January 20, 2004 (filed as Exhibit 3(a) to the Registrant's Form 10-K filed on February 13, 2004 and incorporated herein by reference, SEC File No.1-08944)
- 4(c) Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (As Amended and Restated as of January 1, 2004) (filed as Exhibit 10(d) to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 29, 2004 and incorporated herein by reference, SEC File No. 1-08944)
- 23.1 Consent of Independent Registered Public Accounting Firm
- 24 Power of Attorney

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 Post-Effective Amendment No. 1 to Registration Statement No. 333-64008 on Form S-8 ("Post-Effective Amendment No. 1") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on October 15, 2004.

CLEVELAND-CLIFFS INC

By: John E. Lenhard
John E. Lenhard, Vice President, Secretary
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been executed by the following persons in the capacities indicated as of October 15, 2004.

Signature	Title
*	Chairman, President and Chief Executive Officer and Director (principal executive officer)
J. S. Brinzo	
*	Senior Vice President, Chief Financial Officer and Treasurer (principal financial officer)
D. J. Gallagher	
*	Vice President and Controller (principal accounting officer)
R. J. Leroux	
*	Director
R. C. Cambre	
*	Director
R. Cucuz	
*	Vice Chairman and Director
D. H. Gunning	
*	Director
J. D. Ireland, III	

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Signature	Title
*	Director
F. R. McAllister	
*	Director
J. C. Morley	
*	Director
S. B. Oresman	
*	Director
R. Phillips	
*	Director
R. K. Riederer	
*	Director
A. Schwartz	

* John E. Lenhard, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to individual powers of attorney for each person filed with the SEC as Exhibit 24 to Registration Statement No. 333-64008 on Form S-8 and being filed with the SEC as Exhibit 24 in this Registration Statement on Form S-8.

October 15, 2004

By: John E. Lenhard
John E. Lenhard, Attorney-in-Fact

EXHIBIT INDEX

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23.1	Consent of Independent Registered Public Accounting Firm
24	Power of Attorney

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-64008 on Form S-8 pertaining to the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (As Amended and Restated as of January 1, 2004) of our report dated January 28, 2004, with respect to the consolidated financial statements and schedule of Cleveland-Cliffs Inc included in its Annual Report (Form 10-K) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

Ernst & Young LLP

Cleveland, Ohio
October 15, 2004

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Cleveland-Cliffs Inc, an Ohio corporation (“Registrant”), hereby constitutes and appoints John S. Brinzo, John E. Lenhard, George W. Hawk, Jr. and Donald J. Gallagher, 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 Registrant 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 Registrant’s Nonemployee Directors’ Compensation Plan (As Amended and Restated as of January 1, 2004), 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 15th day of October, 2004.

D. J. Gallagher

 D. J. Gallagher
 Senior Vice President, Chief Financial
 Officer and Treasurer (principal financial officer)

R. Phillips

 R. Phillips
 Director

D. H. Gunning

 D. H. Gunning
 Vice Chairman and Director

R. K. Riederer

 R. K. Riederer
 Director