

# CLIFFS NATURAL RESOURCES INC.

Reported by  
**KIRSCH JAMES F**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 07/02/12

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

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)		
<b>Kirsch James F</b>			<b>CLIFFS NATURAL RESOURCES INC. [ CLF ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>		
<b>1000 LAKESIDE AVENUE</b>			<b>7/2/2012</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>CLEVELAND, OH 44114</b>						<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 Stock								1875.965 (1)	D	

**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				
Stock Units	(2)	7/2/2012		A		121.7285 (3)		(3)	(3)	Common Shares	121.7285 (4)	\$49.29	3061.9259	D	

**Explanation of Responses:**

- The amount reflects 21.0113 shares of Restricted Stock acquired June 1, 2012 pursuant to a dividend reinvestment feature of the Cliffs Natural Resources Inc. Nonemployee Directors' Compensation Plan (the "Plan"). The Board of Directors of Cliffs Natural Resources Inc. declared dividends of \$0.625 per share, payable to all holders of record as of April 27, 2012. The amount also reflects .0113 shares credited on June 1, 2012 to the Reporting Person pursuant to the Dividend Reinvestment and Stock Purchase Plan.
- Convertible into Common Shares on a 1-for-1 basis.
- Reflects number of Common Shares of underlying deferred compensation credited to the account of the Reporting Person in payment of the Reporting Person's required quarterly retainer for the third quarter under the Plan. Each Stock unit is generally distributable following termination of service as a Director.
- The total includes dividend reinvestment pursuant to the Plan. The number of deferred dividend reinvestment equivalent shares earned in the Plan is calculated using the closing market price at the end of each quarter for shares held in the Plan. The Reporting Person was credited with 15.7614 dividend reinvestment shares on June 29, 2012.

**Reporting Owners**

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kirsch James F</b> <b>1000 LAKESIDE AVENUE</b> <b>CLEVELAND, OH 44114</b>	<b>X</b>			

**Signatures**

/s/ Carolyn E. Cheverine By Power of Attorney

7/2/2012

\*\* 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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