Edgar Filing: GALLAGHER DONALD J - Form 5

GALLAGHER DONA	TD 1
Form 5	
January 09, 2009	
FORM 5	
UN	ITED STATES SECURITIES AND EXCHANGE COMMISSION
Check this box if	Washington, D.C. 20549
no longer subject	
to Section 16. Form 4 or Form	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
1 0111 + 01 1 0111	

NGES IN BENEFICIAL **OWNERSHIP OF SECURITIES**

See Instruction	
1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported	
Form 4	30(h) of the Investment Company Act of 1940
Transactions	
Reported	

1. Name and Address of Reporting Pers GALLAGHER DONALD J	 an <u>*</u> 2. Issuer Name and Ticker or Trading Symbol CLIFFS NATURAL RESOURCES INC. [CLF] 	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Midd 1100 SUPERIOR AVENUE		Director 10% Owner X Officer (give title Other (specify below) below) Pres. N. Am. Iron Ore		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting		

CLEVELAND, OHÂ 44114

5 obligations

may continue.

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(check applicable line)

OMB APPROVAL

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response ...

(City)	(State) (Zip) Table	e I - Non-Deri	ivative See	curitie	es Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquired Disposed (Instr. 3, Amount	l (A) c l of (D))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	97,003 <u>(1)</u>	Ι	By VNQDC
Common Stock	Â	Â	Â	Â	Â	Â	39,018.048	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D So B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GALLAGHER DONALD J 1100 SUPERIOR AVENUE CLEVELAND, OH 44114	Â	Â	Pres. N. Am. Iron Ore	Â			
Signatures							
Traci L. Forrester by Power of Attorney	01	1/09/2009					
**Signature of Reporting Person	Date						

Explanation of Responses:

- * 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).
- (1) Balance shown reflects 390 shares acquired December 1, 2008 pursuant to the dividend reinvestment feature of the Cliffs Natural Resources 2005 Voluntary Non-Qualified Deferred Compensation Plan ("VNQDC") to shareholders of record as of November 14, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.