

CLIFFS NATURAL RESOURCES INC.

Form 4

July 03, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RIEDERER RICHARD K

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) (Middle)
S25 W35020 MANOR HOUSE RD.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/02/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

OCONOMOWAC, WI 53066

(City) (State) (Zip)

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. 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)
Common Stock			Code	V Amount (D) Price	2,373.825 ⁽¹⁾	D	

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

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 information contained in this form are not
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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	(2)	07/02/2012		A		121.7285 (3)		(3)	(3)	Common Shares	121.7285 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIEDERER RICHARD K S25 W35020 MANOR HOUSE RD. OCONOMOWAC, WI 53066	X

Signatures

/s/ Carolyn E. Cheverine By Power of Attorney 07/03/2012

__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).

The Board of Directors of Cliffs Natural Resources Inc. declared dividends of \$0.625 per share, payable to all holders of record as of
(1) April 27, 2012. The amount shown reflects 31.2191 shares credited on June 1, 2012 to the Reporting Person pursuant to the Dividend Reinvestment and Stock Purchase Plan.

(2) 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
(3) 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
(4) 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 222.4543 dividend reinvestment shares on June 29, 2012.

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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