

SIEGAL MICHAEL D

Form 4

April 26, 2019

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIEGAL MICHAEL D

(Last) (First) (Middle)

200 PUBLIC SQUARE, SUITE
3300

(Street)

CLEVELAND, OH 44114-2315

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CLEVELAND-CLIFFS INC. [CLF]

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

04/24/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Shares	04/24/2019		A	(A) or (D) Amount 7,886 (1)	Price \$ 0	75,271.406 (2)	D
Common Shares					23,963	I	Michael D. Siegal Revocable Trust

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
required to respond unless the form
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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Deferred Shares ⁽³⁾	<u>(4)</u>	04/24/2019		A		2,629	<u>(4)</u>	<u>(4)</u>
							Common Shares	2,629

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIEGAL MICHAEL D 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315	X

Signatures

/s/ James D. Graham by Power of Attorney
04/26/2019

__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) Reflects the number of restricted shares granted to the Reporting Person as the 2019 Director Restricted Shares pursuant to the Amended and Restated 2014 Nonemployee Directors' Compensation Plan.
- (2) The amount shown includes 53.406 shares credited on April 15, 2019 to the Reporting Person pursuant to the Issuer's Dividend Reinvestment Plan.
- (3) The Reporting Person has elected to defer a portion of his 2019 Director Restricted Shares (the "Deferred Shares").
- (4) Each Deferred Share is the economic equivalent of one Issuer common share. The Deferred Shares become payable in common stock in accordance with the Reporting Person's deferral election and the terms of the Amended and Restated 2014 Nonemployee Directors' Compensation Plan.
- (5) Includes 125.971 deferred shares acquired since the Reporting Person's last report regarding deferred shares under dividend equivalents provisions.

Note: File three copies of this Form, one of which must be manually signed. If space 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.