

Gunning Gina K  
 Form 4  
 March 10, 2011

**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 \*  
 Gunning Gina 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)  
 200 PUBLIC SQUARE, SUITE 3300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/08/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 GC, Corp Affairs & Secretary

CLEVELAND, OH 44114-2315

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/08/2011		A <sup>(1)</sup>	820 A \$ 0	1,120	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<p>1. Title of Derivative Security (Instr. 3)</p>	<p>2. Conversion or Exercise Price of Derivative Security</p>	<p>3. Transaction Date (Month/Day/Year)</p>	<p>3A. Deemed Execution Date, if any (Month/Day/Year)</p>	<p>4. Transaction Code (Instr. 8)</p>	<p>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</p>	<p>6. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</p>	<p>8. Price of Derivative Security (Instr. 5)</p>	<p>9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr</p>	
							<p>Date Exercisable</p>	<p>Expiration Date</p>	<p>Title</p>	<p>Amount or Number of Shares</p>
						<p>Code</p>	<p>V</p>	<p>(A)</p>	<p>(D)</p>	

**Reporting Owners**

<b>Reporting Owner Name / Address</b>	<b>Relationships</b>			
	Director	10% Owner	Officer	Other
<p>Gunning Gina K 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315</p>			<p>GC, Corp Affairs &amp; Secretary</p>	

**Signatures**

/s/ Gina K. 03/10/2011  
Gunning

\*\*Signature of \_\_\_\_\_ Date  
Reporting Person

**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 share units granted to the Reporting Person on March 8, 2011 for the Performance Period 2011 to 2013 from the Issuer's Amended and Restated Cliffs 2007 Incentive Equity Plan.

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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