SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the registrant /X/

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compensation plans for officer

Stephen B. Oresman..........	1,155	1,155	-0-	1,155	-0-	--

14, 1994, as filed by Merrill Lynch & Co., Inc., Merrill Lynch Group, Inc., Princeton Services, Inc., Merrill Lynch Asset Management, L.P. and Merrill Lynch Capital Fund, Inc. with the SEC.

(7) The information shown above was taken from the Schedule 13G dated January 31, 1994, as filed by Neuberger & Berman with the SEC.

EXECUTIVE COMPENSATION

The following table sets forth all compensation provided to the Company's five most highly compensated executive officers during or with respect to the year shown for services rendered to the Company and its subsidiaries.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION SALARY ($)	BONUS ($)	OTHER ANNUAL COMPENSATION(1) ($)	LONG TERM COMPENSATION AWARDS RESTRICTED STOCK AWARDS(3) ($)	SECURITIES UNDERLYING OPTIONS (#)
M. Thomas Moore	1993	$422,500	$175,000	--	$109,442(4)	-0-
(Chairman and Chief Executive	1992	395,000	150,000	--	-0-	-0-
Officer)	1991	395,000	225,000	--	52,930(5)	-0-
William R. Calfee	1993	250,000	60,000	--	48,514(4)	-0-
(Senior Executive-Commercial)	1992	239,000	60,000	--	-0-	-0-
	1991	239,000	100,000	--	34,011(5)	-0-
Frank S. Forsythe	1993	235,000	60,000	--	28,607(4)	-0-
(Senior Executive-Operations)	1992	225,000	55,000	--	-0-	-0-
	1991	225,000	75,000	--	11,086(5)	-0-
John S. Brinzo	1993	210,000	65,000	--	54,388(4)	-0-
(Senior Executive-Finance)	1992	200,000	55,000	--	-0-	-0-
	1991	179,375	75,000	--	28,378(5)	-0-
Thomas J. O'Neil	1993	147,500	30,000	--	-0-(4)	-0-
(Senior Vice President-Technical)	1992	140,000	25,000	50,216	-0-	-0-
	1991	17,500(2)	-0-	--	71,250(6)	-0-

NAME AND PRINCIPAL POSITION	YEAR	ALL OTHER COMPENSATION(7)(8) ($)
M. Thomas Moore	1993	$ 14,978
(Chairman and Chief Executive	1992	16,296
Officer)	1991	--
William R. Calfee	1993	8,250
(Senior Executive-Commercial)	1992	8,495
	1991	--
Frank S. Forsythe	1993	11,599
(Senior Executive-Operations)	1992	7,528
	1991	--
John S. Brinzo	1993	7,447
(Senior Executive-Finance)	1992	8,636
	1991	--
Thomas J. O'Neil	1993	5,236
(Senior Vice President-Technical)	1992	4,200
	1991	--

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(1) The executive officers are reimbursed for business club membership expenses and other business perquisites, in amounts that are less than the reporting thresholds established by the Securities and Exchange Commission. In 1992, Mr. O'Neil was reimbursed for moving, temporary living and real estate commission expenses in the amount of $45,109.

(2) Mr. O'Neil joined the Company as Senior Vice President-Operations in November, 1991.

(3) The aggregate number of shares of Restricted Stock held by Messrs. Moore, Calfee, Forsythe, Brinzo and O'Neil, as of December 31, 1993 was 4,057,

1,828, 1,511, 1,888, and 1,200, respectively. The aggregate value of such shares as of December 31, 1993 was $151,630, $68,321, $56,474, $70,564, and $44,850, respectively. Dividends are payable on the shares of Restricted Stock reported in this column at the same rate as dividends on the Company's other Common Shares.

(4) On July 28, 1993, the Company made awards to Messrs. Moore, Calfee, Forsythe, Brinzo and O'Neil of 3,447, 1,528, 901, 1,713 and -0-shares of Restricted Stock, respectively. These awards of Restricted Stock are tied to certain stock options granted in 1987, 198[ทn 14))• þ

determining the actual level and components of compensation, the Committee reviews survey information, Company and individual performance, recommendations of the Chief Executive Officer, and the general business environment. The Committee also uses independent consultants from time to time and has recently employed a consultant to assist the Committee in designing an equity incentive program under the 1992 Incentive Equity Plan.

In establishing salary and bonus target compensation levels for management positions, the Company reviews survey data representing a broad group of companies of comparable scope and activity, including steel companies and many other industrial companies. The Company has selected the S&P Steel Group Index and the S&P Miscellaneous Metals Group Index for use in the stock price performance graph on page 11 because no meaningful iron ore producer peer group index is available and the steel industry is the Company's sole customer base.

The Committee has reviewed the proposed regulations under the federal income tax legislation adopted during 1993 which limits the deductibility of certain executive compensation in excess of $1 million and has determined that any non-deductible payments under the Company's existing compensation programs would be highly unlikely.

BASE SALARIES

The Company's objective is to maintain base salaries at the 50th percentile of industry survey data. Merit salary increases are awarded periodically based on individual performance when economic conditions allow. Executive officers received no salary increases in 1991 and 1992 except for certain promotional increases. On January 1, 1993, executive officers received merit increases averaging approximately 5 percent; however, their annual bonus targets were reduced by approximate offsetting amounts in order to mitigate the Company's cost impact.

CURRENT INCENTIVE (ANNUAL BONUS OPPORTUNITY)

The Company maintains a Management Performance Incentive Plan ("MPI Plan") which provides the opportunity for executive officers and other eligible management employees to earn an annual cash bonus. The MPI Plan was established in 1993 as a successor plan to the previous Incentive Bonus Plan. The MPI Plan essentially adopted the principles of the previous plan but broadened the eligible group of employees. The change was designed to be cost-neutral to the Company.

Under the MPI Plan, each participant has a designated "target" bonus according to the participant's position level. The target for executive officers ranges from 30 to 70 percent of the officer's salary range midpoint. Actual awards may range from zero to 150 percent of the target amount for a participant.

Company and executive officer goals are reviewed by the Board of Directors at the beginning of each year and performance is reviewed at regular Board meetings throughout the year. At the end of each year, the Committee determines the total bonus pool and individual awards, considering the Chief Executive Officer's recommendations and the Committee's review of Company, unit, and individual performance for the year in relation to past results, current year goals, strategic objectives, and the competitive and economic environment.

Judgment rather than a formula is used in determining current incentive awards. The Company's earnings trend is a key determinant, but other accomplishments or disappointments with ce awarded, adjusted for business spinoffs and special distributions to shareholders. Options have not been repriced for "under water" situations. In 1993, the price of unexercised options was reduced and restricted stock awards were made to reflect the equivalent value of The LTV Corporation claim recovery which was distributed to the Company's shareholders. The executive officers were awarded 8,192 shares of restricted stock in 1993 to reflect the LTV claim recovery distribution and to correct a deficiency in prior option price adjustments for a special distribution to shareholders in 1991.

CHIEF EXECUTIVE OFFICER COMPENSATION

M. Thomas Mok ¿

Year ending December 31	Cliffs' Common	S&P 500	S&P Steel Group	S&P Misc. Metals Group
<S>	<C>	<C>	<C>	<C>
1986	$ 29.53	$ 81.56	$ 51.31	$ 43.14
1987	46.24	85.76	81.93	75.87
1988	100.00	100.00	100.00	100.00
1989	110.33	131.68	96.73	115.10
1990	105.98	127.59	81.39	109.35
1991	165.72	166.49	100.00	123.38
1992	168.96	179.18	130.82	132.38
1993	198.30	197.23	172.16	147.47
Percentage Increase 1986-1993	572%	142%	236%	242%

</TABLE>

Graph assumes reinvestment of all dividends. Cliffs' return includes the reinvestment of proceeds from securities distributed to shareholders in 1988 and 1993.

PENSION BENEFITS

The following table shows the approximate maximum annual pension benefit under the Company's qualified pension plans, together with the Supplemental Plan described below, which would be payable to employees in various compensation classifications at age 65 with representative years of service. The amounts listed in the table are computed on an automatic joint and survivorship annuity basis and are subject to an offset for Social Security benefits through December 31, 1993 and the equivalent offset thereafter.

<TABLE>
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AVERAGE ANNUAL COMPENSATION FOR 60 HIGHEST CONSECUTIVE MONTHS IN LAST 120 MONTHS PRECEDING RETIREMENT	ANNUAL BENEFITS FOR YEARS OF SERVICE INDICATED					
	15 YRS.	20 YRS.	25 YRS.	30 YRS.	35 YRS.	40 YRS.
<S>	<C>	<C>	<C>	<C>	<C>	<C>
$100,000	$ 27,225	$ 35,100	$ 42,975	$ 50,850	$ 58,725	$ 66,600
150,000	39,038	50,850	62,663	74,475	86,288	98,100
200,000	50,850	66,600	82,350	98,100	113,850	129,600
250,000	62,663	82,350	102,038	121,725	141,413	161,100
300,000	74,475	98,100	121,725	145,350	168,975	192,600
350,000	86,288	113,850	141,413	168,975	196,537	224,100
400,000	98,100	129,600	161,100	192,600	224,100	255,600
450,000	109,913	145,350	180,788	216,225	251,662	287,100
500,000	121,725	161,100	200,475	239,850	279,225	318,600
550,000	133,538	176,850	220,163	263,475	306,788	350,100
600,000	145,350	192,600	239,850	287,100	334,350	381,600
650,000	157,163	208,350	259,538	310,725	361,913	413,100
675,000	163,069	216,225	269,381	322,538	375,694	428,850

</TABLE>

The table is based on a 1 1/2% pension formula, includes the impact of a 5% add-on for employees who retire at age 65 under the 30 year or 65/10 retirement provision between January 1, 1994 and December 31, 1999, and includes a $300 monthly pension supplement payable for 12 months after retirement for employees who retire at age 65 under the 30 year or 65/10 retirement provisions after January 1, 1994 and prior to January 1, 1997. The Internal Revenue Code of 1986 (the "Code") places limitations on the benefits which may be paid from a qualified pension plan. The Company has a nonqualified Supplemental Retirement Benefit Plan ("Supplemental Plan") providing for the payment from general funds of the benefits which would be lost by Supplemental Plan participants as a result of present or future Code or other government limitations.

The compensation used to determine benefits under the Company's pension plans is the sum of salary and bonus paid to a participant during a calendar year. Pensionable earnings for each of the Company's executive officers during 1993 included the amount shown for 1993 in the Salary column of the Summary Compensation Table on page 7, plus 25 percent of the amount of bonus earned in 1992, as shown in the Bonus column of the Summary Compensation Table for 1992, which amount was paid during 1993. Pensionable earnings in 1993 for Messrs. Moore, Calfee, Forsythe, Brinzo and O'Neil were $460,000, $265,000, $248,750, $223,750 and $153,750, respectively, because 75 percent of the bonus for 1992 was paid in 1992. Messrs. Moore, Calfee, Forsythe, Brinzo and O'Neil have 27, 21, 17, 24 and 2 years of credited service under the Company's qualified pension plan, respectively.

AGREEMENTS AND TRANSACTIONS

The Company has entered into agreements ("Agreements") dated February 1, 1992 with M. Thomas Moore, Chairman and Chief Executive Officer, William R. Calfee, Senior Executive-Commercial, Frank S. Forsythe, Senior Executive-Operations, and John S. Brinzo, Senior Executive-Finance, which specify certain financial arrangements that the Company will provide upon the termination ɇrl ὼ èὼ ë Ĉ ľ ˥

(including attorneys' fees, judgments, fines or settlements) incurred or suffered by the indemnitee in connection with any suit in which the indemnitee is a party or otherwise involved as a result of his service as a member of the Board or as an officer. In connection with the foregoing Indemnification Agreements, the Company has entered into a trust agreement with Society National Bank pursuant to which the parties to the Indemnification Agreements may be reimbursed with respect to enforcing their respective rights under the agreements.

APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

(PROPOSAL NO. 2)

A proposal will be presented at the Meeting to ratify the appointment of the firm of Ernst & Young as independent public accountants to examine the books of account and other records of the Company and its consolidated subsidiaries for the fiscal year ending December 31, 1994. Representatives of Ernst & Young are expected to be present at the Meeting. Such representatives will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions. Although such ratification is not required by law, the Board of Directors belie6emur ings beliie6e possesses at such election. Under cumulative voting a shareholder may cast for any one nominee as many votes as shall equal the number of Directors to be elected, multiplied by the number of his or her Common Shares. All of such votes may be cast for a single nominee or may be distributed among any two

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	FOR	WITHHELD		FOR	AGAINST	ABSTAIN
<S>	<C>	<C>	<C>	<C>	<C>	<C>
1. ELECTION OF DIRECTORS (see reverse)	/ /	/ /	2. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS INDEPENDENT PUBLIC ACCOUNTANTS	/ /	/ /	/ /
For, except vote withheld from the following nominee(s):			IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.			
_______________________________________						

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<S> <C> _________ C_____ C_