

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AMENDMENT NO. 2)\*

Cleveland-Cliffs Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

185896-10-7

(CUSIP Number)

September 30, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and on any subsequent amendment containing information which would alter the disclosures provided in this statement.

securits of

BENEFICIALLY	(6) SHARED VOTING POWER	0
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	0
WITH:		
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

<Page>

SCHEDULE 13G

CUSIP NO. 185896-10-7

Page 3 of 11 Pages

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Global Markets Europe Limited

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION London, England

NUMBER OF	(5) SOLE VOTING POWER	0
-----------	-----------------------	---

---SHARES---

BENEFICIALLY	(6) SHARED VOTING POWER	0
--------------	-------------------------	---

OWNED BY

EACH	(7) SOLE DISPOSITIVE POWER	0
------	----------------------------	---

REPORTING

PERSON	(8) SHARED DISPOSITIVE POWER	0
--------	------------------------------	---

WITH:

(9n ED DISPOS \$ ----ED DISP



(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Financial Products Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER 0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER 486,509

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING

PERSON (8) SHARED DISPOSITIVE POWER 486,509

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 486,509

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

<Page>

SCHEDULE 13G

CUSIP NO. 185896-10-7

Page 6 of 11 Pages

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Global Markets Holdings Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION New York



-----  
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) / /

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2%\*

-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

-----  
\* IncnE-----

<Page>

Item 3\*. If This Statement Is F

Item 9. Notice of Dissolution of Group.

Not Applicable.

Page 10  
of 11 Pages

<Page>

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with ~~Durá~~ ~~leen~~



EXHIBIT 1

- - - - -

Agreement among CGML, CGMEL, CGMIL, CFP, CGM Holdings and Citigroup as to  
joint filing of Schedule 13G.

EXHIBIT 1  
-----

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G  
-----

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Dated: October 10, 2006

CITIGROUP GLOBAL MARKETS LIMITED

By: /s/ Andrew M. Gaulter  
-----  
Name: Andrew M. Gaulter  
Title: Secretary

CITIGROUP GLOBAL MARKETS EUROPE LIMITED

By: /s/ Andrew M. Gaulter  
-----  
Name: Andrew M. Gaulter  
Title: Secretary

CITIGROUP GLOBAL MARKETS INTERNATIONAL LLC

By: /s/ Andrew M. Gaulter  
-----  
Name: Andrew M. Gaulter  
Title: Secretary

CITIGROUP FINANCIAL PRODUCTS INC. \*\$/s /s /s\*\$s s sF  
\*\$

e: AnD

By: /s/ AliD

le: Se Aafiy

e: AnD