

**UNITED STATES H  
SECURITIES AND EXCHANGE COMMISSION**

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**Item 3.03 Material Modification to Rights of Security Holders.**

On March 9, 2010, the Board of Directors of Cliffs Natural Resources Inc. (the "Company") approved the redemption of the rights accompanying the Company's 8% Senior Subordinated Convertible Preferred Stock, Series A, par value \$0.01 per share.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CLIFFS NATURAL RESOURCES INC.**

By: /s/ George W. Hawk, Jr.

Name: George W. Hawk, Jr.

Title: General Counsel and Secretary

Date: March 10, 2010