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* 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* ~~Instruction 10~~ 18 U.S.C. 78ff(a).

(1) Convertible into Common Shares on a 1-for-1 basis.

The number represents an additional grant of Retention Units to the Reporting Person by the Board of Directors of the Company under the Cliffs Natural Resources Inc. 2007

(2) Incentive Equity Plan ("Plan") covering the period January 1, 2009 through December 31, 2011 (Incentive Period). Payment of the Retention Units is made in cash after the completion of the Incentive Period based upon the employment by the Company of the Reporting Person and the market value of a Common Share of the Company on December 31, 2011 pursuant to the Plan.

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Note: File three copies of this Form, one of which must be manually signed. If ~~space~~ is insufficient, *see* ~~Instruction~~ 6 for pye.