

CLEVELAND CLIFFS INC

Form 4

March 10, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRINZO JOHN S

(Last) (First) (Middle)

**1100 SUPERIOR AVENUE, 15TH
FLOOR**

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CLEVELAND CLIFFS INC [CLF]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2005		M		20,000	A	\$ 37.8984
Common Stock	03/08/2005		S		700	D	\$ 80.6
Common Stock	03/08/2005		S		4,200	D	\$ 82
Common Stock	03/08/2005		S		300	D	\$ 82.01
Common Stock	03/08/2005		S		900	D	\$ 82.05

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Common Stock	03/08/2005	S	500	D	\$ 82.07	89,287	D	
Common Stock	03/08/2005	S	100	D	\$ 82.09	89,187	D	
Common Stock	03/08/2005	S	300	D	\$ 82.1	88,887	D	
Common Stock	03/08/2005	S	1,100	D	\$ 82.15	87,787	D	
Common Stock	03/08/2005	S	100	D	\$ 82.16	87,687	D	
Common Stock	03/08/2005	S	2,800	D	\$ 82.2	84,887	D	
Common Stock	03/08/2005	S	2,000	D	\$ 82.25	82,887	D	
Common Stock	03/08/2005	S	300	D	\$ 82.3	82,587	D	
Common Stock	03/08/2005	S	1,000	D	\$ 82.4	81,587	D	
Common Stock	03/08/2005	S	3,100	D	\$ 82.5	78,487	D	
Common Stock	03/08/2005	S	1,400	D	\$ 82.51	77,087	D	
Common Stock	03/08/2005	S	1,200	D	\$ 82.65	75,887	D	
Common Stock	03/08/2005	A ⁽¹⁾	30,420	A	\$ 0	106,307	D	
Common Stock						71,732	I	By VNQDC ⁽²⁾
Common Stock						17,722	I	By Wife

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Options (right-to-buy)	\$ 37.8984	03/08/2005	M			20,000	01/12/2003	01/12/2009	Common Shares	
Retention Units	<u>(3)</u>	03/09/2005	A		2,505		<u>(4)</u>	<u>(4)</u>	Common Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRINZO JOHN S 1100 SUPERIOR AVENUE 15TH FLOOR CLEVELAND, OH 44114	X		Chairman & CEO	

Signatures

John S. Brinzo 03/10/2005

____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) Represents a grant of Restricted Stock to the Reporting Person under the Cleveland-Cliffs Inc 1992 Incentive Equity Plan (as Amended and Restated May 13, 1997).
- (2) Held for the benefit of the Reporting Person by the Cleveland-Cliffs Inc Voluntary Non-Qualified Deferred Compensation Plan (VNQDC).
- (3) Convertible into Common Shares on a 1-for-1 basis.
- (4) Represents a grant of Retention Units to the Reporting Person under the Cleveland-Cliffs Inc Long-Term Incentive Program covering the period January 1, 2005 through December 31, 2007 (Incentive Period). Payment of the Retention Units will be 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 the last day of the Incentive Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.