

PRICE DUNCAN
Form 3/A
March 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

PRICE DUNCAN

(Last) (First) (Middle)

LEVEL 12, THE
QUADRANT, 1 WILLIAM
STREET

(Street)

PERTH, C3 6000

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/10/2009

3. Issuer Name and Ticker or Trading Symbol

CLIFFS NATURAL RESOURCES INC. [CLF]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

SVP, Managing Director Asia-Pac

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

03/19/2009

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 Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock

2. Amount of Securities
Beneficially Owned
(Instr. 4)

0 ⁽¹⁾

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

D

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

^

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
PRICE DUNCAN LEVEL 12, THE QUADRANT 1 WILLIAM STREET PERTH, WA 6000	^	^	^	SVP, Managing Director Asia-Pac	^

Signatures

George W. Hawk, Jr. by Power of Attorney 03/30/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Amended Form 3 is filed to correct the amount of 2,175 Restricted Stock Units previously reported. The Reporting Person acquired a grant of 2,175 Performance Units for the Performance Period 2009-2011, which are based on performance criteria. The Performance Units are not to be reported until after the performance period is completed and the units are paid out. Therefore, the balance of direct ownership is zero.

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.