Edgar Filing: Hawk George W Jr - Form 4

Hawk Georg Form 4	ge W Jr										
March 06, 20	009										
FORM	4								OMB APPROVAL		
UNITED STATES SECURI					ITIES AND EXCHANGE COMMISSION hington, D.C. 20549					3235-0287	
Check th		V V CC	, ining ton,	D .C. 2 0				Number: Expires:	January 31,		
if no long subject to Section 1 Form 4 o	6. SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0.	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 1' uction	7(a) of the	Public U		ling Con	npany	Act of	e Act of 1934, 7 1935 or Section 0	1		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Hawk George W Jr			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
				NATUR [LF]	AL RES	OUR	CES	(Check all applicable)			
(Last)	(First)	(Middle)) 3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below)				
200 PUBLI 3300	C SQUARE, SI	JITE	03/05/2	009				· · · · · · · · · · · · · · · · · · ·	ounsel & Secre	etary	
	(Street)	(Street) 4. If Ame Filed(Mor			te Origina	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELA	ND, OH 44114-	-2315						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Pay/Year) (Instr. 8)			Owned Indirect (I)						
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/05/2009			A <u>(1)</u>	8,670	А	\$ 15.43	18,881	D		
Common Stock	03/05/2009			F <u>(2)</u>	2,893	D	\$ 15.43	15,988	D		

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

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.

Edgar Filing: Hawk George W Jr - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Retention Units 2006-2008	<u>(3)</u>	03/05/2009		D	1,020	<u>(4)</u>	(4)	Common Shares	1,020 (5)	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships						
, generation and a	Director	10% Owner	Officer	Other			
Hawk George W Jr 200 PUBLIC SQUARE SUITE 3300 CLEVELAND, OH 44114-2315			General Counsel & Secretary				

Signatures

George W. Hawk, Jr.	03/06/2009
****	_

<u>**</u>Signature of Reporting Person Date

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) Reflects payout in Common Stock of Performance Shares earned under the Cleveland-Cliffs Inc 1992 Equity Plan (as Amended and Restated as of May 13, 1997) as amended ("Plan"), for the 2006-2008 Performance Period.
- (2) Surrender of Performance Shares represented in footnote (1) in payment of the related tax liability incurred by the reporting person.
- (3) Convertible into Common Shares on a 1-for-1 basis.

Represents a payout of Retention Units to the Reporting Person under the Cleveland-Cliffs Inc Long-Term Incentive Program of the Plan covering the period January 1, 2006 through December 31, 2008 (Incentive Period). Payment of the Retention Units was made in cash

- (4) 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, 2008 pursuant to the Plan.
- (5) Total ownership reflects the 2-for-1 stock split on May 15, 2008, which resulted in the reporting person's receiving 510 additional retention units.

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

Edgar Filing: Hawk George W Jr - Form 4

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.