

CLEVELAND CLIFFS INC

Form 5

January 05, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MCALLISTER FRANCIS R

(Last) (First) (Middle)

536 EAST PIKE, P.O. BOX 1330

(Street)

2. Issuer Name and Ticker or Trading
Symbol
CLEVELAND CLIFFS INC [CLF]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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)

6. Individual or Joint/Group Reporting

(check applicable line)

COLUMBUS, MT 53019

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	659.969 ⁽¹⁾	D	Â

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.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
---------------------------	------------------	---	----------------------------------	-------------------	--------------	--	---	----

Edgar Filing: CLEVELAND CLIFFS INC - Form 5

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	S (I
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Units	Â	Â	Â	Â	Â	Â (3)	Â (3)
				Common Shares	2,634,4141		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCALLISTER FRANCIS R 536 EAST PIKE P.O. BOX 1330 COLUMBUS,Â MTÂ 53019	Â X Â Â Â

Signatures

George W. Hawk, Jr. by Power of Attorney
01/05/2006
__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) Includes a total of 1.081 dividend reinvestment shares credited to the Reporting Person on September 1, and December 1, 2005 under the Cleveland-Cliffs Inc Dividend Reinvestment Plan.
- (2) Convertible into Common Shares on a 1-for-1 basis.
- (3) Reflects number of Common Shares of underlying deferred compensation credited to the account of the Reporting Person under the Plan. Each stock unit is generally distributable following termination of service as a Director.
Reflects the number of underlying Common Shares of deferred compensation credited to the account of the Reporting Person under the Nonemployee Directors' Compensation Plan ("Plan"). On December 31, 2004, The Reporting Person was credited with 25.3562 dividend reinvestment equivalent shares earned in the Plan, previously unreported. The number of deferred dividend reinvestment equivalent shares earned in the Plan is calculated using the closing market price at the end of each quarter for shares held in the Plan. The Common Stock of Cleveland-Cliffs Inc ("the Company") had a 2-for-1 stock split, resulting in the Reporting Person's acquisition of 1307.1688 additional shares. On March 31, June 30, September 30, and December 30, 2005, the Reporting Person was credited with an additional 3.5877, 4.5324, 6.021, and 5.9354 additional deferred dividend equivalent shares respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.