GUNNING DAVID H Form 4 February 05, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

•	Name and Address of Reporting Person* (Last, First, Middle) Gunning, David H. 1100 Superior Avenue 15th Floor			2.	Issuer Name and Ticker or Trading Symbol Cleveland-Cliffs (CLF)	3.	I.R.S. Identification Number of Reportin Person, if an entity (Voluntary)				
				4 .	Statement for (Month/Day/Year) February 3, 2003	5.	If Amendment, Date of Original (Month/Day/Year)				
		(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)				
	Cleveland, OH 44114			_	X Director O 10% Owner		x Form filed by One Reporting Person				
	(City)	(State)	(Zip)		 Officer (give title below) Other (specify below) Vice Chairman 		O Form filed by More than One Reporting Person				

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction Code (Instr. 8)	Securities (A) or Dispose (Instr. 3, 4	ed of (D)		Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)
					Code V	Amount	(A) or (D) Price	:			
Common Stock	2/03/03				A(1)	6,786	(A)		16,186	(D)	

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

 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.	Transaction : Code (Instr. 8)	Securities	A) or Disposed of
								Code V	(A)	(D)

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		7	Table II					ed, Disposed of, or Beneficia ts, options, convertible secu				
6.	Date Exercis Expiration I (Month/Day/	Date	of U	e and Amount nderlying crities r. 3 and 4)	I	Price of Derivative Security Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
_												
_												
-												
Ex	planation of	f Response	s:									
(1) Pla		s Award to	the Repo	rting Person	on Fe	ebruary 3,	200	3 under the Cleveland-Cliffs	Inc ar	nd Subsidiaries Managemo	ent P	erformance
			/s/ D	. H. Gunning			Feb	oruary 5, 2003				
		-	**Signat	ure of Repor Person	ting			Date				

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

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).