# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* TRETHEWEY JAMES A			2. Issuer Name and Ticker or Trading Symbol CLEVELAND CLIFFS INC [CLF]					5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 1100 SUPERIOR AVENUE, 15TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 07/02/2004						X_ Officer (give title below) Other (specify below)  S.V.P Bus. Development						
(Street) CLEVELAND, OH 44114			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City	(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)		(Instr. 8)		4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 and 5)		)				6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(		Code	V	Amount	(A) or (D)	Price	(	,		or Indirect (I) (Instr. 4)	
Common	Stock		07/02/2004			G	V <sup>(1)</sup>	1,666	D S	\$ 0	6,334			D	
Common	Stock		12/21/2004			M	3	3,333	A 3	\$ 54.1406	9,667			D	
Common	Stock		12/21/2004			M	3	3,333	ΙΔ Ι΄	§ 64.9688	13,000			D	
Common	Stock		12/21/2004			S	(	6,666	D 5	\$ 104	6,334			D	
	Stock										2,129			I	By VNQDC (2)
Common															
Common		separate line for eac	h class of securities	beneficia	lly owned	l directly	or indirect	ily.			1,666			I	Wife
Common		separate line for eac					Perse in thi displ	ons wh s form ays a c	are not currently	nd to the required valid OM	collection of to respond IB control n	unless the		I ed SEC	
Common Reminder:	Report on a s		Table II -	· Derivat (e.g., pu	ive Secur	rities Acc	Perso in thi displ quired, Dis s, options,	ons who s form ays a conver	are not currently of, or Ben tible secu	nd to the required valid OM reficially (	collection of to respond IB control n	unless the umber.	form		Wife 1474 (9-02)
Common Reminder:	Report on a s	3. Transaction	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transac Code	ive Securits, calls, tion of Der Securits Acq (A) Disport Of Of Order	rities Acc warrants fumber iivative urities juired or posed D) tr. 3, 4,	Perso in thi displ quired, Dis	ons who is form ays a cosposed of converted arcisable.	are not currently of, or Ben tible secu	nd to the required valid OM reficially (	collection of to respond MB control in Owned and Amount orlying es	unless the umber.		of 10. Owners Form o Derivat Securit Direct ( or Indir	Wife  1474 (9-02)  11. Nature of Indire Beneficitive Ownerst (Instr. 4)  D) eect
Common  Reminder:  1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transac Code	ive Securits, calls, 5. N tion of Der Security Acq (A) Displaying	rities Acc warrants fumber ivative urities uired or oosed D) tr. 3, 4, 5)	Persoin thi displusive displusive displusive displusive displusive displayed and displayed displ	ons while form ays a converted converted by the converted converted by the converted converted by the converted conv	of, or Ben tible secu le and	nd to the required valid ON reficially Crities)  7. Title of Under Securiti	collection of to respond MB control in Owned and Amount orlying es	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	of 10. Owners Form o Derivat Security Direct ( or Indir	Wife  1474 (9-02)  11. Nature of Indire Beneficitive Ownerst (Instr. 4)  D) eect
Common  Reminder:  1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transac Code (Instr. 8	ive Secuts, calls,  5. N tion of Secution Secution (A) Disposition of (Instance)	rities Acc warrants fumber ivative urities juired or oosed D) tr. 3, 4, 5)	Person in thi displusive, Displusive, Displusive, Person in the Execution (Month/Date Date Date Date Date Date Date Date	e Exp	of, or Bentible secule and	nd to the required valid ON reficially Crities) 7. Title of Unde Securiti (Instr. 3	collection of to respond MB control in Dwned and Amount erlying es and 4)  Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	of 10. Owners Form o Derivat Security Direct ( or Indir	Wife  1474 (9-02)  11. Nature of Indire Beneficitive Ownerst (Instr. 4)  D) eect

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Addiess						

TRETHEWEY JAMES A 1100 SUPERIOR AVENUE 15TH FLOOR CLEVELAND, OH 44114			S.V.P Bus. Development	
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### **Signatures**

James A. Trethewey	12/22/2004
**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) Transfer of shares into spouse's individual account.
- (2) Held for the benefit of the Reporting Person by the Cleveland-Cliffs Inc Voluntary Non-Qualified Deferred Compensation Plan (VNQDC). Balance shown includes 3 shares acquired December 1, 2004 pursuant to the dividend reinvestment feature of the VNQDC.

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.