

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2005-12-31**

SEC Accession No. **0001209191-06-002027**

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ISSUER

CLEVELAND CLIFFS INC

CIK: **764065** | IRS No.: **341464672** | State of Incorpor.: **OH** | Fiscal Year End: **1231**
SIC: **1000** Metal mining

Mailing Address
*100 SUPERIOR AVE
18TH FLOOR
CLEVELAND OH 44114*

Business Address
*1100 SUPERIOR AVE 18TH
FLR
CLEVELAND OH 44114
2166945700*

REPORTING OWNER

MCALLISTER FRANCIS R

CIK: **1095349** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **001-08944** | Film No.: **06513090**

Mailing Address
*STILLWATER MINING, 536
EAST PIKE
P.O. BOX 1330
COLUMBUS MT 59019*

Business Address
*C/O ASARCO INC
180 MAIDEN LANE
NEW YORK NY 10038
406 322 8700*

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
 Expires: 02/28/2011
 Estimated average burden
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- 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

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

1. Name and Address of Reporting Person MCALLISTER FRANCIS R			2. Issuer Name and Ticker or Trading Symbol CLEVELAND CLIFFS INC [CLF]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005					
536 EAST PIKE, P.O. BOX 1330			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) COLUMBUS, MT 53019								
(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)
				Amount	(A) or (D) Price			
Common Stock						659,969 ⁽¹⁾	D	

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Units							(3)	(3)	Common Shares	2,634.4141	2,634.4141 ⁽⁴⁾	D	

Explanation of Responses:

- 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.
- Convertible into Common Shares on a 1-for-1 basis.
- 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.

4. 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.

Signatures

George W. Hawk, Jr. by Power of Attorney

** Signature of Reporting Person

01/05/2006

Date

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).

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

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

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 Number.