

CLEVELAND-CLIFFS INC

PROSPECTUS SUPPLEMENT DATED SEPTEMBER 24, 2004  
 TO THE PROSPECTUS DATED JULY 22, 2004

The selling securityholders table on pages 61-65 of the prospectus, as amended, is hereby further amended to update and/or add, as applicable, the information regarding the following entities in the prospectus and their respective amount of 3.25% Redeemable Cumulative Convertible Perpetual Preferred Stock.

<TABLE>  
 <CAPTION>

COMMON SHARES OWNED PRIOR TO THIS SELLING SECURITYHOLDER OFFERING	NATURAL PERSON WITH	SHARES OF PREFERRED STOCK	PRINCIPAL AMOUNT	
	VOTING OR INVESTMENT CONTROL		OF CONVERTIBLE SUBORDINATED DEBENTURES	COMMON SHARES
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<S>	<C>	<C>	<C>	<C>
<C>				
Equitec Group, LLC.....	Daniel Katzner	1,500	1,500,000	24,193
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Morgan Stanley & Co. Incorporated(1).....	--	3,877	3,877,000	62,532
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Whitebox Diversified Convertible Arbitrage Partners LP(2).....	(3)	3,000	3,000,000	48,387
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- (1) Morgan Stanley & Co. Incorporated and/or its affiliates have performed financial advisory and investment banking services for Cleveland-Cliffs Inc, including acting as the initial purchaser with regard to the 3.25% Redeemable Cumulative Convertible Perpetual Preferred Stock.
- (2) The inclusion of this selling securityholder in the prospectus supplement supercedes the information included in the prospectus.
- (3) Andrew Redleaf is the managing member of Whitebox Convertible Arbitrage Advisors LLC, which is the general partner of Whitebox Convertible Arbitrage Partners LP.