

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)<F1>

Cleveland-Cliffs, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

185896107

(CUSIP Number)

May 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule
pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
 Rule 13d-1 (c)
 Rule 13d-1 (d)

<F1> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 185896107 13G/A

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Artisan Partners Limited Partnership 39-1807188

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<F1>

Not Applicable

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
None

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 1,103,100
OWNED BY

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
1,103,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,103,100

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES<F1>
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.3%

12 TYPE OF REPORTING PERSON<F1>
IA

<F1> SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 185896107 13G/A

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<F1>
Not Applicable (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Wisconsin

	5	SOLE VOTING POWER
		None
NUMBER OF	6	SHARED VOTING POWER
SHARES		1,103,100
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		None
EACH	8	SHARED DISPOSITIVE POWER
REPORTING		1,103,100
PERSON		
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,103,100

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES<F1>
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.3%

12 TYPE OF REPORTING PERSON<F1>
CO

<F1> SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 185896107 13G/A

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<F1>
Not Applicable (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

5 SOLE VOTING POWER
None
NUMBER OF
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
1,103,100
OWNED BY -----
EACH 7 SOLE DISPOSITIVE POWER
None
REPORTING -----
PERSON 8 SHARED DISPOSITIVE POWER
WITH 1,103,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,103,100

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES<F1>
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.3%

12 TYPE OF REPORTING PERSON<F1>
IN

<F1> SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 185896107 13G/A

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<F1>
Not Applicable (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

5 SOLE VOTING POWER
None
NUMBER OF
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
1,103,100
OWNED BY -----
EACH 7 SOLE DISPOSITIVE POWER
None
REPORTING -----
PERSON 8 SHARED DISPOSITIVE POWER
WITH 1,103,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,103,100

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES<F1>
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.3%

12 TYPE OF REPORTING PERSON<F1>
IN

<F1> SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

Cleveland-Cliffs, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1100 Superior Avenue
Cleveland, OH 44114-2589

Item 2(a) Name of Person Filing:

Artisan Partners Limited Partnership ("Artisan Partners")
Artisan Investment Corporation, the general partner of
Artisan Partners ("Artisan Corp.")
Andrew A. Ziegler
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:

Artisan Partners, Artisan Corp., Mr. Ziegler and Ms. Ziegler
are all located at:

1000 North Water Street, #1770
Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Partners is a Delaware limited partnership
Artisan Corp. is a Wisconsin corporation
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

185896107

Item 3 Type of Person:

(e) Artisan Partners is an Investment Adviser registered
under section 203 of the Investment Advisers Act of 1940;
Artisan Corp. is the General Partner of Artisan Partners;
Mr. Ziegler and Ms. Ziegler are the principal stockholders
of Artisan Corp.

Item 4 Ownership (at May 31, 2000)

(a) Amount owned "beneficially" within the meaning of rule
13d-3:

1,103,100

(b) Percent of class:

10.3% (based on 10,714,796 shares outstanding as of
April 12, 2000)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None
(ii) shared power to vote or to direct the vote:
1,103,100
(iii) sole power to dispose or to direct the
disposition of: None
(iv) shared power to dispose or to direct disposition
of: 1,103,100

Artisan Partners serves as investment adviser to
Artisan Funds, Inc., comprised of four series
designated Artisan Small Cap Fund, Artisan
International Fund, Artisan Mid Cap Fund and Artisan
Small Cap Value Fund (the "Funds"). Various of
Artisan Partners' limited partners and employees are
also officers and directors of the Funds, but Artisan
Partners does not consider the Funds to be controlled
by such persons. Although the Funds are not controlled
by Artisan Partners, pursuant to rule 13d-3(a) the
shares beneficially owned by a Fund, with respect to
which that Fund has delegated to Artisan Partners
shared voting power and shared dispositive power, are
considered to be shares beneficially owned by Artisan
Partners by reason of such delegated powers. Other
clients of Artisan Partners may own shares which are
not included in the aggregate number of shares reported
herein because Artisan Partners does not have or share
voting or investment power over those shares.

Item 5 Ownership of Five Percent or Less of a Class:
Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:
The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares. None of these persons, to the knowledge of Artisan Partners, Mr. Ziegler or Ms. Ziegler, has an economic interest in more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:
Not Applicable

Item 8 Identification and Classification of Members of the Group:
Not Applicable

Item 9 Notice of Dissolution of Group:
Not Applicable

Item 10 Certification:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 10, 2000

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler
President

ANDREW A. ZIEGLER

/s/ Andrew A. Ziegler

CARLENE MURPHY ZIEGLER

/s/ Carlene Murphy Ziegler

EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement dated as of June 10, 2000 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G/A to which this Agreement is attached.

Dated: June 10, 2000

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler
President

ANDREW A. ZIEGLER

/s/ Andrew A. Ziegler

CARLENE MURPHY ZIEGLER

/s/ Carlene Murphy Ziegler
