ROBERTS KATHY E

Form 4

February 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
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Check this box if no longer subject to Section 16.

Section 16.

Form 4 or
Form 5

Obligations

Filed pursuant to Section 16(a) of the Securities Exobligations

Section 17(a) of the Public Utility Holding Company

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person 2. Issuer N
ROBERTS KATHY E
Symbol

(Middle)

(First)

601 JEFFERSON, SUITE 3600

2. Issuer Name **and** Ticker or Trading

ool

NATURAL RESOURCE PARTNERS LP [NRP]

3. Date of Earliest Transaction

(Month/Day/Year) 02/12/2009

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

VP Investor Relations

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units (1)	02/14/2009		M	4,000	A	(1)	17,000	D	
Common Units (1)	02/14/2009		D	4,000	D	\$ 22.81 (1)	13,000	D	

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	5. Numb or Derivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (2)	<u>(4)</u> <u>(5)</u>	02/12/2009		A	4,500		02/12/2013	02/12/2013	Common Units	4,500
Phantom Units (2)	<u>(4)</u> <u>(5)</u>						02/22/2012	02/22/2012	Common Units	4,400
Phantom Units (2)	<u>(4)</u>						02/13/2011	02/13/2011	Common Units	4,400
Phantom Units (2)	<u>(4)</u>						02/13/2010	02/13/2010	Common Units	4,000
Phantom Units (2)	(3)	02/14/2009		M		4,000	02/14/2009	02/14/2009	Common Units	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS KATHY E 601 JEFFERSON SUITE 3600 HOUSTON, TX 77002

VP Investor Relations

Signatures

Kathy E Roberts 02/17/2009

**Signature of Person Date

**Reporting Person

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).
- The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II, which (1) were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- (2) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.

(3)

Reporting Owners 2

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As described in Footnote 1, upon vesting, the phantom units were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.

- (4) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- (5) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each unit will be accrued over the vesting period and paid on vesting.

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.