**CARTER NICK** 

Form 4

February 16, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

January 31, 2005

0.5

Expires:

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARTER NICK			2. Issuer Name <b>and</b> Ticker or Trading Symbol NATURAL RESOURCE	5. Relationship of Reporting Person(s) to Issuer			
			PARTNERS LP [NRP]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
5260 IRWIN ROAD			(Month/Day/Year) 02/11/2010	below) below) President & COO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HUNTINGTON, WV 25705			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-I	<b>Derivative</b>	Secur	ities Acqu	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)	Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)  (A) or			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)	02/13/2010		Code V M	Amount 10,000	(D)	Price (1)	24,000	D	
Common Units (1)	02/13/2010		D	10,000	D	\$ 24.06 (1)	14,000	D	
Common Units							210	I	By Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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## displays a currently valid OMB control number.

# 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 or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Phantom Units (2)	<u>(5)</u>	02/13/2010		M		10,000	02/13/2010	02/13/2010	Common Units	10,
Phantom Units (2)	<u>(3)</u>						02/13/2011	02/13/2011	Common Units	13,
Phantom Units (2)	(3) (4)						02/22/2012	02/22/2012	Common Units	10,
Phantom Units (2)	(3) (4)						02/12/2013	02/12/2013	Common Units	14,0
Phantom Units (2)	<u>(3)</u> <u>(4)</u>	02/11/2010		A	14,000		02/11/2014	02/11/2014	Common Units	14,

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARTER NICK 5260 IRWIN ROAD HUNTINGTON, WV 25705

President & COO

### **Signatures**

Nick Carter 02/16/2010

\*\*Signature of 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).
- 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 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 granted to the reporting person under the issuer's long term incentive plan.

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- (3) 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.
- (4) 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.
- 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.

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.