#### ROBERTSON CORBIN J JR

Form 4

September 22, 2010

## FORM 4

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

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

**OMB APPROVAL** 

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subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ROBERTSON CORBIN J JR	2. Issuer Name and Ticker or Trading Symbol NATURAL RESOURCE PARTNERS LP [NRP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 601 JEFFERSON, SUITE 3600	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2010	_X_ Director _X_ 10% OwneX_ Officer (give title Other (special below)  Chairman and CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77002		Form filed by More than One Reporting Person			

(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. Transactic Code (Instr. 8)	omr Disposed of (D) (Instr. 3, 4 and 5)  (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	09/20/2010		A A	Amount 129,294	(D)	Price (2)	169,294	D		
Common Units	09/20/2010		A	52	A	<u>(2)</u>	52	I	By QMP Inc	
Common Units	09/20/2010		A	4,974,501	A	(2)	5,102,385	I	By Western Bridgeport, Inc.	
Common Units	09/20/2010		A	101,770	A	(2)	101,770	I	By Western Pocahontas Corporation	
							17,279,860	I		

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Common
Units
By Western
Pocahontas
Properties
Limited

Limited Partnership

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

(1)

Common Units 31,540 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTSON CORBIN J JR

601 JEFFERSON, SUITE 3600 X X Chairman and CEO

HOUSTON, TX 77002

**Signatures** 

Corbin J. 09/22/2010 Robertson, Jr.

\*\*Signature of Reporting Date
Person

Reporting Owners 2

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### **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).
- These units are beneficially owned by Western Pocahontas Properties Limited Partnership, whose general partner is Western Pocahontas

  Corporation, a corporation controlled by Mr. Robertson. Mr. Robertson also holds indirect limited partner interests in Western Pocahontas

  Properties Limited Partnership. All the common units owned by Western Pocahontas Properties Limited Partnership are reported on this
- Properties Limited Partnership. All the common units owned by Western Pocahontas Properties Limited Partnership are reported on this line. Mr. Robertson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- The units reported as acquired by the reporting person on this report were initially acquired by entities in which the reporting person has (2) an indirect ownership interest in exchange for incentive distribution rights in the Issuer. Immediately following that transaction, the units were distributed to the entities and the individual included in this report.

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.