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Coker Dennis Form 4	sF										
February 14,	2011										
FORM	TATE							OMB APPROVAL			
-	SIAILS	SECURITIES AND EXCHANGE CO Washington, D.C. 20549					UNINI15510N	OMB Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or Form 5 obligation	er STATEN 5. Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								January 31, 2005Estimated average burden hours per response0.5	
may conti <i>See</i> Instru 1(b).	nue.			vestment	•	· ·					
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Coker Dennis F			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 STREET, SUITE 3600			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2011					Director 10% Owner X Officer (give title Other (specify below) Vice President - Aggregates			
	(Street) 4. If Ame Filed(Mon				te Original	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77002							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, 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)			3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Units (1)	02/13/2011			М	4,000	А	<u>(1)</u>	4,400	D		
Common Units <u>(1)</u>	02/13/2011			D	4,000	D	\$ 35.44 (1)	400	D		

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount c Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units <u>(2)</u>	<u>(5)</u>	02/13/2011		М		4,000	02/13/2011	02/13/2011	Common Units	4,000
Phantom Units (2)	(3) (4)						02/22/2012	02/22/2012	Common Units	5,000
Phantom Units (2)	(3) (4)						02/12/2013	02/12/2013	Common Units	5,000
Phantom Units <u>(2)</u>	(3) (4)						02/11/2014	02/11/2014	Common Units	5,000
Phantom Units (2)	(3) (4)	02/10/2011		А	7,000		02/10/2015	02/10/2015	Common Units	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Coker Dennis F 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002			Vice President - Aggregates				
Olara aturna a							

Signatures

Dennis F. Coker02/14/2011**Signature of
Reporting PersonDate

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 granted to the reporting person under the issuer's long term incentive plan.

(3)

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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.
- (5) 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.