#### Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

#### NATURAL RESOURCE PARTNERS LP

Form 4

October 10, 2014

### FORM 4

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

OMB 3235-0287 Number:

response...

5. Relationship of Reporting Person(s) to

Issuer

5,627,120

Ι

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

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

2. Issuer Name and Ticker or Trading

NATURAL RESOURCE

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ROBERTSON CORBIN J JR

			NATURAL RESOURCE PARTNERS LP [NRP]					(Check all applicable)				
(Last) 601 JEFFE	(Month)				rate of Earliest Transaction onth/Day/Year) 10/2014				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO			
Filed(M			f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting					
HOUSTO	N, TX 77002							Person				
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivative	Secur	rities Acq	uired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)		d of (I	<b>O</b> )	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)		
Units	10/10/2014			P	<u>(1)</u>	A	12.02	1,276,727	D			
Common Units	10/10/2014			P	20,799 (1)	A	\$ 12.02	52,339	I	By Spouse		
Common Units								17,279,860	I	By Western Pocahontas Properties Limited Partnership (2)		

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Common Units			By Western Bridgeport, Inc. (3)
Common Units	56	I	By QMP Inc. (4)
Common Units	110,206	I	By Western Pocahontas Corporation (5)

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 required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units (6)	<u>(7)</u> <u>(8)</u>					02/10/2015	02/10/2015	Common Units	33,000	
Phantom Units (6)	<u>(7)</u> <u>(8)</u>					02/14/2016	02/14/2016	Common Units	32,000	
Phantom Units (6)	<u>(7)</u> <u>(8)</u>					02/13/2017	02/13/2017	Common Units	32,000	
Phantom Units (6)	<u>(7)</u> <u>(8)</u>					02/12/2018	02/12/2018	Common Units	33,600	

# **Reporting Owners**

Reporting Owner Name / Address		R	elationships	
	Director	10% Owner	Officer	Other

2 Reporting Owners

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ROBERTSON CORBIN J JR

601 JEFFERSON, SUITE 3600 X X Chairman and CEO

HOUSTON, TX 77002

## **Signatures**

Corbin J. Robertson, Jr. 10/10/2014

\*\*Signature of Reporting Date
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).
- (1) These common units were acquired in a public offering of common units by the issuer.
- 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 line. Mr. Robertson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Mr. Robertson, Jr. is the controlling shareholder of Western Bridgeport, Inc. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by Western Bridgeport, Inc., except to the extent of his pecuniary interest therein.
- (4) Mr. Robertson, Jr. is the controlling shareholder of QMP, Inc. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by QMP, Inc., except to the extent of his pecuniary interest therein.
- (5) Mr. Robertson, Jr. is the controlling shareholder of Western Pocahontas Corporation. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by Western Pocahontas Corporation, except to the extent of his pecuniary interest therein.
- (6) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.
- (7) 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.
- (8) 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.

Signatures 3