

NATURAL RESOURCE PARTNERS LP
 Form 4
 February 12, 2015

FORM 4

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

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

HOUSTON, TX 77002
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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⁾	02/10/2015		M	V	33,000	A	\$ 1,309,727	D	
Common Units ⁽¹⁾	02/10/2015		D	V	33,000	D	\$ 1,276,727	D	
Common Units							52,339	I	By Spouse
Common Units							17,279,860	I	By Western Pocahontas Properties Limited

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			Partnership (2)
Common Units	5,627,120	I	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Phantom Units (6)	(9)	02/10/2015		M		33,000		02/10/2015	02/10/2015	Common Units	33,000
Phantom Units (6)	(7) (8)							02/14/2016	02/14/2016	Common Units	32,000
Phantom Units (6)	(7) (8)							02/13/2017	02/13/2017	Common Units	32,000
Phantom Units (6)	(7) (8)							02/12/2018	02/12/2018	Common Units	33,000
Phantom Units (6)	(7) (8)	02/11/2015		A		36,000		02/11/2019	02/11/2019	Common Units	36,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

