

NATURAL RESOURCE PARTNERS LP

Form 4/A

November 06, 2002

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Scott, W. W. 	2. Issuer Name and Ticker or Trading Symbol Natural Resource Partners L.P.; NRP 	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i>
601 Jefferson, Suite 3600 <i>(Street)</i> Houston, TX 77002 <i>(City)</i> <i>(State)</i> <i>(Zip)</i>	4. Statement for Month/Day/Year 10/18/02 	5. If Amendment, Date of Original <i>(Month/Day/Year)</i> 10/21/02
	6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> ☒ Director ☐ 10% Owner ☐ Officer <i>(give title below)</i> ☐ Other <i>(specify below)</i>	7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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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)
				Code V	(A) (D)
Common Unit Options (right to buy)	19.50	10/18/02		A V	10,000

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Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(3)	10/18/12	Common Units	10,000
			10,000
			D

Explanation of Responses:

(1) New Gauley Coal Corporation acquired beneficial ownership of the Common and Subordinated Units on October 17, 2002 in exchange for the contribution of equity interests in an affiliated entity of the Issuer in connection with the Issuer's initial public offering.

(2) Mr. Scott is a shareholder of New Gauley Coal Corporation. Mr. Scott disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) The option vests in three equal annual installments beginning on 10/18/03.

/s/ W. W. Scott

11/6/02

****Signature of Reporting
Person**

Date _____

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.