

NATURAL RESOURCE PARTNERS LP  
 Form 4  
 October 10, 2014

**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)  
 10/10/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Units	10/10/2014		P		249,584 <u>(1)</u>	A	\$ 12.02
Common Units	10/10/2014		P		20,799 <u>(1)</u>	A	\$ 12.02
Common Units							17,279,860
							5,627,120

By Spouse  
 By Western  
 Pocahontas  
 Properties  
 Limited  
 Partnership  
(2)

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

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 Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Phantom Units <sup>(6)</sup>	<u>(7)</u> <u>(8)</u>					02/10/2015	02/10/2015	Common Units	33,000
Phantom Units <sup>(6)</sup>	<u>(7)</u> <u>(8)</u>					02/14/2016	02/14/2016	Common Units	32,000
Phantom Units <sup>(6)</sup>	<u>(7)</u> <u>(8)</u>					02/13/2017	02/13/2017	Common Units	32,000
Phantom Units <sup>(6)</sup>	<u>(7)</u> <u>(8)</u>					02/12/2018	02/12/2018	Common Units	33,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

