

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-23**
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REPORTING OWNER

SCOTT W W JR

CIK: **1194968**

Type: **4** | Act: **34** | File No.: **001-31465** | Film No.: **13543392**

Mailing Address
601 JEFFERSON STE 3600
HOUSTON TX 77002

ISSUER

NATURAL RESOURCE PARTNERS LP

CIK: **1171486** | IRS No.: **352164875** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1221** Bituminous coal & lignite surface mining

Mailing Address
601 JEFFERSON STREET
SUITE 3600
HOUSTON TX 77002

Business Address
601 JEFFERSON STREET
SUITE 3600
HOUSTON TX 77002
713-751-7516

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person SCOTT W W 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
601 JEFFERSON, SUITE 3600			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) HOUSTON, TX 77002						
(City)	(State)	(Zip)				

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 ⁽¹⁾	01/23/2013		J		100,922	A	\$19.8173 ⁽¹⁾	133,907	I	By Scott Riverbend Farm, Ltd.
Common Units								275,515	D	
Common Units								8,000	I	By Spouse

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 Securities Underlying Derivative Security (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)
				Code	V		(A)	(D)					

Phantom Units ⁽²⁾	(3) (4)						02/26/2013	02/26/2013	Common Units	3,375		3,375	D	
Phantom Units ⁽²⁾	(3) (4)						02/11/2014	02/11/2014	Common Units	3,475		3,475	D	
Phantom Units ⁽²⁾	(3) (4)						02/10/2015	02/10/2015	Common Units	3,580		3,580	D	
Phantom Units ⁽²⁾	(3) (4)						02/14/2016	02/14/2016	Common Units	3,700		3,700	D	

Explanation of Responses:

1. The common units were acquired in a private transaction and the purchase price was calculated based on the volume-weighted average closing price for the common units for the 15 trading days ended January 22, 2013.
2. The phantom units were granted to the reporting person under the issuer's long-term incentive plan.
3. The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to 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.

Signatures

W.W. Scott, Jr.

** Signature of Reporting Person

01/23/2013

Date

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).

** 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.

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 Number.