NATURAL RESOURCE PARTNERS LP
Form 4
June 06, 2014

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTSON CORBIN J III

(Last) (First) (Middle)

601 JEFFERSON, SUITE 3600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATURAL RESOURCE PARTNERS LP [NRP]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/04/2014		P		10,000	A	$ 13.4453	36,231	I	By CIII Capital Management, LLC (1)
Common Units	06/04/2014		P		10,000	A	$ 13.4334	46,231	I	By CIII Capital Management, LLC (1)
Common Units								1,437,619	D (2)	
								50,000	I	

Common Units				By BHJ Investments, L.P. (3)
Common Units		387	I	By Spouse (4)
Common Units		50,461	I	By The Corbin James Robertson III 2009 Family Trust (5)

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

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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units (6)	(7) (8)							02/10/2015	02/10/2015	Common Units	3,580	
Phantom Units (6)	(7) (8)							02/14/2016	02/14/2016	Common Units	3,700	
Phantom Units (6)	(7) (8)							02/13/2017	02/13/2017	Common Units	3,700	
Phantom Units (6)	(7) (8)							02/12/2018	02/12/2018	Common Units	3,885	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
ROBERTSON CORBIN J III 601 JEFFERSON, SUITE 3600 HOUSTON, TX 77002		X		

Signatures

Corbin J. Robertson III	06/06/2014
**Signature of Reporting Person	Date

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) Corbin J. Robertson III is the controlling Manager of CIII Capital Management, LLC and may be deemed to beneficially own the common units owned by CIII Capital Management, LLC.

(2) Corbin J. Robertson III shares beneficial ownership of 23,973 common units with his spouse, Brooke Robertson.

(3) The reporting person transferred these units to BHJ Investments, L.P., a limited partnership of which the reporting person is the sole member of the general partner. The limited partners of BHJ Investments, L.P. are the reporting person, his wife, and a trust formed for the benefit of the reporting person's children in which the reporting person has no pecuniary interest.

(4) Corbin J. Robertson III disclaims beneficial ownership of these common units, and this report shall not be deemed an admission that Corbin J. Robertson III is the beneficial owner of such common units for purposes of Section 16 or for any other purpose.

(5) The beneficiary of The Corbin James Robertson III 2009 Family Trust is the family of Corbin J. Robertson III. Corbin J. Robertson III is the Trust Advisor for The Corbin James Robertson III 2009 Family Trust and may be deemed to beneficially own the common units owned by The Corbin James Robertson III 2009 Family Trust.

(6) The phantom units were granted to the reporting person under the issuer's long-term incentive plan.

(7) 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.

(8) 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.

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