

Fifield J Matthew
 Form 4
 October 02, 2012

FORM 4

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

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).

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 *
 Fifield J Matthew

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)

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

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

3801 PGA BOULEVARD, SUITE 903

10/02/2012

(Street)

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

PALM BEACH GARDENS, FL 33410

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units ⁽¹⁾	10/02/2012		J		45,847	A	<u>(1)</u>	45,847	I	By JMF Charterwood, LLC ⁽¹⁾

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

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SEC 1474 (9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Phantom Units ⁽²⁾	⁽³⁾ ⁽⁴⁾					Date Exercisable: 02/26/2013 Expiration Date: 02/26/2013	Common Units	Amount or Number of Shares: 3,375
Phantom Units ⁽²⁾	⁽³⁾ ⁽⁴⁾					Date Exercisable: 02/11/2014 Expiration Date: 02/11/2014	Common Units	Amount or Number of Shares: 3,475
Phantom Units ⁽²⁾	⁽³⁾ ⁽⁴⁾					Date Exercisable: 02/10/2015 Expiration Date: 02/10/2015	Common Units	Amount or Number of Shares: 3,580
Phantom Units ⁽²⁾	⁽³⁾ ⁽⁴⁾					Date Exercisable: 02/14/2016 Expiration Date: 02/14/2016	Common Units	Amount or Number of Shares: 3,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fifield J Matthew 3801 PGA BOULEVARD SUITE 903 PALM BEACH GARDENS, FL 33410		X		

Signatures

J. Matthew
Fifield
10/02/2012

**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) On October 2, 2012, Adena Minerals, LLC effected an in-kind distribution of 6,049,155 common units (the "Distributed Units") to its sole member, Foresight Reserves, L.P., for no additional consideration. Foresight Reserves, L.P. immediately thereafter effected an in-kind distribution of all of the Distributed Units to its direct and indirect owners for no additional consideration, including its direct owner Charterwood Holdings LLC. Charterwood Holdings LLC immediately thereafter effected an in-kind distribution of the Distributed

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Units that it had received to its direct owners for no additional consideration, including the distribution of 45,847 common units to JMF Charterwood, LLC. Mr. Fifield is the sole member of JMF Charterwood, LLC.

- (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.

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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