### Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

#### NATURAL RESOURCE PARTNERS LP

Form 4

October 20, 2004

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

3235-0287

January 31,

Estimated average

2005

0.5

burden hours per response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**MORIAN S REED** 

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)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/18/2004

X\_ Director 10% Owner Other (specify Officer (give title

C/O DX SERVICES

COMPANY, 300 JACKSON HILL

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of an Deneficially Ov

HOUSTON, TX 77007

(- 3)	()	1 able	e 1 - Non-Do	erivative s	Secur	tties Acc	juirea, Disposea (	oi, or Beneficial	iy Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Units (1) (2)	10/18/2004		M	1,358	A	<u>(2)</u>	11,358	D	
Common Units (1) (2)	10/18/2004		D	1,358	D (3)	\$ 43.5 (2)	10,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (1)	<u>(2)</u>	10/18/2004		M		1,358	10/18/2004	10/18/2004	Common Units	1,358
Phantom Units (1)	<u>(4)</u>						10/18/2005	10/18/2005	Common Units	1,358
Phantom Units (1)	<u>(4)</u>						02/11/2007	02/11/2007	Common Units	1,350
Phantom Units (1)	<u>(4)</u>						02/11/2008	02/11/2008	Common Units	1,350

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
MORIAN S REED C/O DX SERVICES COMPANY 300 JACKSON HILL HOUSTON, TX 77007	X					

## **Signatures**

S. Reed Morian 10/20/2004

\*\*Signature of Person

\*\*Bate 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) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.
- (2) Upon vesting, the phantom units were paid in cash on a one for one basis based on the market value of the common units (\$43.50) on the date of vesting (October 18, 2004).
- (3) The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II.
- (4) The phantom units will be paid in cash based on the market value of the common units on the date of vesting.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.