

KARN ROBERT B III
 Form 4
 February 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KARN ROBERT B III

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)
3709 ASCOT BEND COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

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

BONITO SPRINGS, FL 34134
 (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)
Common Units ⁽¹⁾	02/28/2012		M	3,000	^(A) <u>(1)</u> 8,000	D	
Common Units ⁽¹⁾	02/28/2012		D	3,000	^(D) <u>(1)</u> \$ 26.4 <u>(2)</u> 5,000	D	
Common Units					317	I	By The Payton Grace Portnoy Irrevocable Trust ⁽³⁾

Common Units	317	I	By The Blake Kristopher Portnoy Irrevocable Trust ⁽³⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units ⁽⁴⁾	<u>(2)</u>	02/28/2012		M	3,000	02/28/2012	02/28/2012	Common Units	3,000
Phantom Units ⁽⁴⁾	<u>(5)</u> <u>(6)</u>					02/26/2013	02/26/2013	Common Units	3,375
Phantom Units ⁽⁴⁾	<u>(5)</u> <u>(6)</u>					02/11/2014	02/11/2014	Common Units	3,475
Phantom Units ⁽⁴⁾	<u>(5)</u> <u>(6)</u>					02/10/2015	02/10/2015	Common Units	3,580
Phantom Units ⁽⁴⁾	<u>(5)</u> <u>(6)</u>					02/14/2016	02/14/2016	Common Units	3,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARN ROBERT B III 3709 ASCOT BEND COURT BONITO SPRINGS, FL 34134	X			

Signatures

Robert B. Karn
III

02/29/2012

__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) The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II.
- (2) Upon vesting, the phantom units were paid in cash on a one-for-one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- (3) Mr. Karn disclaims beneficial ownership of these securities.
- (4) The phantom units were granted to the reporting person under the issuer's long-term incentive plan.
- (5) 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.
- (6) 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. 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.