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NATURAL RESOURCE PARTNERS LP

Form 4

October 31, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

3235-0287

0.5

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

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 *

NAVARRE RICHARD A

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)

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Officer (give title below)

10% Owner Other (specify

601 JEFFERSON STREET, SUITE

(Street)

3600

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

10/31/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77002

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

> Reported Transaction(s) (Instr. 3 and 4)

or

Code V Amount (D) Price

(A)

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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number

6. Date Exercisable and 7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	ear)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (1)	(2) (3)	10/31/2013		A	1,000	02/11/2014	02/11/2014	Common Units	1,000
Phantom Units (1)	(2) (3)	10/31/2013		A	3,580	02/10/2015	02/10/2015	Common Units	3,580
Phantom Units (1)	(2) (3)	10/31/2013		A	3,700	02/14/2016	02/14/2016	Common Units	3,700
Phantom Units (1)	<u>(2)</u> <u>(3)</u>	10/31/2013		A	3,700	02/13/2017	02/13/2017	Common Units	3,700

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
NAVARRE RICHARD A 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002	X					

Signatures

Reporting Person

Richard A.
Navarre

**Signature of 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 granted to the reporting person under the issuer's long term incentive plan.
- (2) 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.
- (3) 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.

Reporting Owners 2