Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

NATURAL RESOURCE PARTNERS LP

Form 4

February 12, 2015

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

Common

Units (1)

02/10/2015

BLAKELY ROBERT T Sy N.			r Name and Ticker or Trading RAL RESOURCE NERS LP [NRP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 919 MILAI	(First) (Mid M, SUITE 1900	, 5.24.6	f Earliest Transaction Day/Year) 2015	_X_ Director 10% Owner Officer (give title Other (specify below)			
иоисто.	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
HOUSTON	N, TX 77002			Person			
(City)	(State) (Zi	ip) Tabl	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	aı	2A. Deemed Execution Date, if any Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Units (1)	02/10/2015		M 3,580 A (1)	26,080 D			

3,580

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

D

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.

D

8.9505 22,500

(1)

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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. Transactio Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3.	es d (A) or d of (D)	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 (3)	(2)	02/10/2015		M		3,580	02/10/2015	02/10/2015	Common Units	3,580
Phantom Units (3)	<u>(4)</u> <u>(5)</u>						02/14/2016	02/14/2016	Common Units	3,700
Phantom Units (3)	<u>(4)</u> <u>(5)</u>						02/13/2017	02/13/2017	Common Units	3,700
Phantom Units (3)	<u>(4)</u> <u>(5)</u>						02/12/2018	02/12/2018	Common Units	3,885
Phantom Units (3)	<u>(4)</u> <u>(5)</u>	02/11/2015		A	4,100		02/11/2019	02/11/2019	Common Units	4,100

Reporting Owners

Reporting Owner Name / Address	Relationships				
F	Director	10% Owner	Officer	Other	
BLAKELY ROBERT T					
919 MILAM	X				
SUITE 1900	Λ				
HOUSTON, TX 77002					

Signatures

Robert T.
Blakely

**Signature of Reporting Person

O2/12/2015

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.

Reporting Owners 2

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- (3) The phantom units were granted to the reporting person under the issuer's long-term incentive plan.
- (4) 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.
- (5) 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.