Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

NATURAL RESOURCE PARTNERS LP

Form 4

February 17, 2016

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

Form 4 or Form 5 obligations

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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Craig Kevin J Issuer Symbol NATURAL RESOURCE (Check all applicable) PARTNERS LP [NRP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 5260 IRWIN ROAD 02/14/2016 Executive Vice President, Coal (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HUNTINGTON, WV 25705

(State)

(7:m)

(City)

(City)	(State)	Tabl	e I - Non-D	Derivative Se	curities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		osed of (D)	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)	02/14/2016		M	9,000 A	A (1)	27,000	D	
Common Units (1)	02/14/2016		D	9,000 Г	\$ 1.034 (1)	18,000	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.

Person

Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

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 tion 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (2)	<u>(5)</u>	02/14/2016		M		9,000	02/14/2016	02/14/2016	Common Units	9,000
Phantom Units (2)	(3) (4)						02/13/2017	02/13/2017	Common Units	9,000
Phantom Units (2)	(3) (4)						02/12/2018	02/12/2018	Common Units	9,450
Phantom Units (2)	(3) (4)						02/11/2019	02/11/2019	Common Units	9,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Craig Kevin J 5260 IRWIN ROAD HUNTINGTON, WV 25705

Executive Vice President, Coal

Signatures

Kevin J. Craig 02/17/2016

**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).
- The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II, which (1) 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.
- (2) The phantom units were granted to the reporting person under the issuer's long term 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 preceding the date of vesting.

Reporting Owners 2

Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

- (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.
- (5) As described in Footnote 1, 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.

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.