Edgar Filing: HOGAN WYATT L - Form 4

HOGAN WYA' Form 4	TT L									
February 14, 20	06									
FORM 4	1							OMB A	PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5		SECUI	RITIES		WNERSHIP OF	Estimated burden hou response	urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> HOGAN WYATT L			2. Issuer Name and Ticker or Trading Symbol NATURAL RESOURCE				5. Relationship of Reporting Person(s) to Issuer			
	PARTI	NERS LP	[NRP]		(Check all applicable)					
(Last) (First) (Middle) 601 JEFFERSON, SUITE 3600			3. Date of Earliest Transaction (Month/Day/Year) 02/13/2006			Director 10% Owner X Officer (give title Other (specify below) below) VP and General Counsel				
(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 				
HOUSTON, T	X 77002						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	'ransaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or 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)	
					Amount	(D) Price				
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	-	otion of	SEC 1474	
					inforn requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(] (Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units <u>(1)</u>	<u>(2)</u>	02/13/2006		А		2,900		02/13/2010	02/13/2010	Common Units	2,900
Phantom Units <u>(1)</u>	<u>(2)</u>							02/14/2009	02/14/2009	Common Units	2,900
Phantom Units <u>(1)</u>	(2)							02/11/2008	02/11/2008	Common Units	2,600
Phantom Units <u>(1)</u>	(2)							05/12/2007	05/12/2007	Common Units	2,426
Phantom Units <u>(1)</u>	<u>(2)</u>							05/12/2006	05/12/2006	Common Units	214

Reporting Owners

Reporting Owner Name / Addre	ess		Relationships			
	Director	10% Owner	Officer	Other		
HOGAN WYATT L 601 JEFFERSON SUITE 3600 HOUSTON, TX 77002			VP and General Counsel			
Signatures						
Wyatt L. Hogan	02/14/2006					

<u>**</u>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 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.

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.

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