

Cline Christopher
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
Cline Christopher

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

____ Director
____ Officer (give title below) Other (specify below)
Ctrl's entity w/ director right

C/O CLINE RESOURCE AND DEVELOPMENT COMP, 3801 PGA BOULEVARD, SUITE 903
(Street)

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

PALM BEACH GARDENS, FL 33410

(City) (State) (Zip)

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 | 01/02/2013 | | J ⁽¹⁾ | V | 2,881,654 <u>(1)</u> | A | \$ 0 <u>(1)</u> |
| | | | | | 4,902,410 ⁽²⁾ | D ⁽¹⁾ | |

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

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SEC 1474
(9-02)

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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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cline Christopher
C/O CLINE RESOURCE AND DEVELOPMENT
COMP
3801 PGA BOULEVARD, SUITE 903
PALM BEACH GARDENS, FL 33410

Ctrls entity w/ director right

Signatures

/s/ Christopher Cline, Authorized Representative

01/04/2013

**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) On January 2, 2013, Adena Minerals, LLC ("Adena") effected an in-kind distribution of 10,596,917 common units (the "Distributed Units") to its sole member, Foresight Reserves, L.P. ("Foresight"), for no additional consideration. Foresight immediately thereafter effected an in-kind distribution of all of the Distributed Units to its direct and indirect owners and certain of their affiliates, for no additional consideration, including the distribution of 2,881,654 of the Distributed Units to Christopher Cline, the reporting person, for no additional consideration. The Distributed Units had previously been indirectly beneficially owned by Christopher Cline through his being deemed to share voting and dispositive control over the common units held of record by Adena.

(2) The number of common units directly beneficially owned by the reporting person includes the 2,881,654 of the Distributed Units referenced in footnote (1) above, as well as 1,980,156 common units distributed to Christopher Cline, the reporting person, on October 2, 2012 that had been owned of record by Adena immediately prior to such distribution.

Remarks:

Adena is entitled to nominate two directors to the board of GP Natural Resource Partners LLC, the general partner of NRP (GP)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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