

Cline Christopher
Form 4
April 08, 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)
04/04/2013

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Controls entity with director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Units | 04/04/2013 | | J ⁽¹⁾ | | 756,914 <u>(1)</u> | D | \$ 0 <u>(1)</u> 4,917,548 ⁽²⁾ D ⁽²⁾ |
| Common Units | 04/04/2013 | | J ⁽¹⁾ | | 15,138 <u>(1)</u> | A | \$ 0 <u>(1)</u> 4,917,548 ⁽²⁾ D ⁽²⁾ |

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

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number.

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------|
| | | | | 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 | | | | Controls entity with director |

Signatures

/s/ Christopher
Cline
04/08/2013
Date

**Signature of Reporting Person

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 April 4, 2013, Cutlass Collieries LLC ("Cutlass"), an entity controlled by Christopher Cline (the "Reporting Person"), effected an in-kind distribution of 756,914 common units (the "Distributed Units") to its direct and indirect owners, for no additional consideration, including the distribution of 15,138 of the Distributed Units to the Reporting Person. The Distributed Units had previously been indirectly beneficially owned by the Reporting Person through his being deemed to share voting and dispositive control over the common units held of record by Cutlass.
- (2) The number of Common Units directly beneficially owned by the Reporting Person immediately after the distribution of the Distributed Units represents 5,659,324 Common Units beneficially owned by the Reporting Person immediately prior to the distribution of the Distributed Units (consisting of 4,902,410 Common Units owned directly by the Reporting Person and 756,914 Common Units owned indirectly by the Reporting Person by virtue of his control over Cutlass, the record owner of such Common Units), less the distribution of the Distribution Units, plus 15,138 of the Distributed Units that were distributed to the Reporting Person as set forth in footnote (1) above.

Remarks:

Adena Minerals, LLC ("Adena"), a company controlled by the Reporting Person, is entitled to nominate two directors to the b

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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