

Fifield J Matthew
Form 4
February 16, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fifield J Matthew

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)
3801 PGA BOULEVARD, SUITE
903

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Fair Value (Instr. 3) | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | | | | | | | 02/28/2012 | 02/28/2012 | Common Units | 3,000 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | | | | | | | 02/26/2013 | 02/26/2013 | Common Units | 3,000 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | | | | | | | 02/11/2014 | 02/11/2014 | Common Units | 3,000 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | | | | | | | 02/10/2015 | 02/10/2015 | Common Units | 3,000 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | 02/14/2012 | | A | | 3,700 | | 02/14/2016 | 02/14/2016 | Common Units | 3,700 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | 02/14/2012 | | A | | 580 | | 02/10/2015 | 02/10/2015 | Common Units | 580 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | 02/14/2012 | | A | | 475 | | 02/11/2014 | 02/11/2014 | Common Units | 475 |
| Phantom Units <u>(2)</u> | <u>(1)</u> <u>(3)</u> | 02/14/2012 | | A | | 375 | | 02/26/2013 | 02/26/2013 | Common Units | 375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fifield J Matthew 3801 PGA BOULEVARD SUITE 903 PALM BEACH GARDENS, FL 33410 | X | | | |

Signatures

J. Matthew
Fifield 02/16/2012

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