

ROBERTSON CORBIN J JR

Form 4

February 27, 2007

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 *
ROBERTSON CORBIN J JR

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)
601 JEFFERSON, SUITE 3600
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2007

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

HOUSTON, TX 77002

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

(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 ⁽¹⁾	02/26/2007		M	23,525 A	23,525	D	
Common Units ⁽¹⁾	02/26/2007		D	23,525 D	\$ 61.76 ⁽¹⁾	0	D
Common Units					15,770	I	By Spouse
Common Units					69,530	I	As Trustee of the William K. Robertson 1993

Common Units	5,774,048	I	Management Trust ⁽²⁾
Common Units	931,747	I	By Western Pocahontas Properties Limited Partnership ⁽³⁾
Common Units	230,559	I	By Great Northern Properties Limited Partnership ⁽⁴⁾
Common Units			By New Gauley Coal Corporation ⁽⁵⁾

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Units ⁽⁶⁾	<u>(7)</u>	02/26/2007		M	23,525	02/26/2007 02/26/2007	Common Units 23,525
Phantom Units ⁽⁶⁾	<u>(8)</u>					02/11/2008 02/11/2008	Common Units 8,840
Phantom Units ⁽⁶⁾	<u>(8)</u>					02/14/2009 02/14/2009	Common Units 10,000
Phantom Units ⁽⁶⁾	<u>(8)</u>					02/13/2010 02/13/2010	Common Units 10,000

