

SCOTT W W JR
Form 4
April 13, 2010

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 *
SCOTT W W 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)
04/09/2010

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

HOUSTON, TX 77002
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Units | 04/09/2010 | | P | | 100 A \$ 25.035 | 21,730.247 | I By W.W. Scott Family Limited Partnership |
| Common Units | 04/09/2010 | | P | | 300 A \$ 25.04 | 22,030.247 | I By W.W. Scott Family Limited Partnership |
| Common Units | 04/09/2010 | | P | | 3,600 A \$ 25.032 | 25,630.247 | I By W.W. Scott |

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| Common Units | 04/09/2010 | P | 900 | A | \$ 25.049 | 900 | I | Family Limited Partnership | |
|--------------|------------|---|-------|---|-----------|-------|---|-------------------------------|--|
| | | | | | | | | By Scott Riverbend Farm, Ltd. | |
| Common Units | 04/09/2010 | P | 600 | A | \$ 25.05 | 1,500 | I | By Scott Riverbend Farm, Ltd. | |
| Common Units | 04/09/2010 | P | 100 | A | \$ 25.06 | 1,600 | I | By Scott Riverbend Farm, Ltd. | |
| Common Units | 04/09/2010 | P | 2,400 | A | \$ 25.08 | 4,000 | I | By Scott Riverbend Farm, Ltd. | |
| Common Units | 04/09/2010 | P | 263 | A | \$ 25.1 | 263 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 300 | A | \$ 24.7 | 563 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 300 | A | \$ 24.76 | 863 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 1,700 | A | \$ 24.759 | 2,563 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 700 | A | \$ 24.84 | 3,263 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 100 | A | \$ 24.85 | 3,363 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 200 | A | \$ 24.86 | 3,563 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 100 | A | \$ 24.88 | 3,663 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 1,400 | A | \$ 24.889 | 5,063 | I | By Spouse | |
| Common Units | 04/13/2010 | P | 2,937 | A | \$ 24.89 | 8,000 | I | By Spouse | |

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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOTT W W JR 601 JEFFERSON SUITE 3600 HOUSTON, TX 77002 | | X | | |

Signatures

W.W. Scott, Jr. 04/13/2010
 __Signature of Date
 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).

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.