Cline Christopher Form 4 January 04, 2013

FORM 4

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

Check this box if no longer subject to **SECURITIES** Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Cline Christopher

Symbol

NATURAL RESOURCE PARTNERS LP [NRP]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2013

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Officer (give title __X_ Other (specify

Ctrls entity w/ director right

below)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O CLINE RESOURCE AND

(First)

(Middle)

DEVELOPMENT COMP, 3801 PGA BOULEVARD, SUITE 903

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

Code

J(1)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X 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

PALM BEACH GARDENS, FL 33410

(Instr. 3)

Common

Units

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

01/02/2013

4. Securities Acquired (A) 5. Amount of Transactiomr Disposed of (D) Execution Date, if

(Instr. 3, 4 and 5)

6. Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

SEC 1474

(9-02)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(A) or Code V Amount

(D) Price

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Reported

2,881,654 \$0 4,902,410 (2) D (1) (1) (1)

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	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securitie	es (Instr. 5)	Bene	
	Derivative	e					(Instr. 3 and 4)	and 4)		Own	
	Security									Follo	
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date		or Title Ni	umber		
						Exercisable		of			
				Code V	(A) (D)				nares		
				Code v	(A) (D)			31.	iaics		

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) 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.

On January 2, 2013, Adena Minerals, LLC ("Adena") effected an in-kind distribution of 10,596,917 common units (the "Distributed

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

Reporting Owners 2

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