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NATURAL RESOURCE PARTNERS LP
Form SC 13D
October 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

NATURAL RESOURCE PARTNERS L.P.
(Name of Issuer)

COMMON UNITS
(Title of Class of Securities)

63900P 10 3
(CUSIP Number)

DWIGHT L. DUNLAP
GP NATURAL RESOURCE PARTNERS LLC
601 JEFFERSON, SUITE 3600
HOUSTON, TEXAS 77002
TEL: (713) 751-7507
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

OCTOBER 17, 2002
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: []

(Continued on following pages)

CUSIP NO. 63900P 10 3

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Arch Coal, Inc.
43-0921172

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

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OO, see Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

8 SHARED VOTING POWER*
2,895,670 Common Units

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER*
2,895,670 Common Units

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,895,670 Common Units*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

CO/HC

* Arch Coal, Inc. also may be deemed to beneficially own 4,796,920 subordinated units representing limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-86582), incorporated herein by reference.

CUSIP NO. 63900P 10 3

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ark Land Company

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43-0952128

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

00, see Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

| | | |
|--|----|---------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | -0- |
| | 8 | SHARED VOTING POWER* |
| | | 2,895,670 Common Units |
| | 9 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 10 | SHARED DISPOSITIVE POWER* |
| | | 2,895,670 Common Units |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,895,670 Common Units*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

CO

* Ark Land Company also holds 4,796,920 subordinated units representing limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-86582), incorporated herein by reference.

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ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D is being filed by Arch Coal, Inc. and Ark Land Company (together, the "Reporting Persons"), who constitute a group under Rule 13d-5(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This statement relates to the common units representing limited partner interests (the "Common Units"), of Natural Resource Partners L.P., a Delaware limited partnership (the "Partnership"), which has its principal executive offices at 601 Jefferson St., Suite 3600, Houston, Texas 77002.

ITEM 2. IDENTITY AND BACKGROUND

- (a) Name of Person(s) Filing this Statement (the "Reporting Persons"):
 - (1) Arch Coal, Inc., a corporation formed under the laws of the State of Delaware
 - (2) Ark Land Company, a corporation formed under the laws of the State of Delaware.
- (b) Business Address of Reporting Persons:
 - (1) The principal business address of the Reporting Persons is One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.
- (c) Present Principal Occupation or Employment:
 - (1) Arch Coal, Inc. engages in the mining of coal.
 - (2) Ark Land Company engages in the leasing of royalty-producing coal properties.

Pursuant to Instruction C to Schedule 13D of the Exchange Act, information regarding the directors and executive officers of the Reporting Persons follows:

Board of Directors and Executive Officers of Arch Coal, Inc.

| Name | Business Address | Position | Principal Employment |
|---------------|------------------|----------|----------------------|
| James R. Boyd | * | Director | Retired |

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| Name | Business Address | Position | Principal |
|------|------------------|----------|-----------|
|------|------------------|----------|-----------|

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| | | | Employment |
|-----------------------|--|-------------------------------------|-------------------------------------|
| Frank M. Burke | 5500 Preston Rd. Suite 315 Dallas, Texas 75205 | Director | Chairman, General P Mayborn C |
| Douglas H. Hunt | 3900 Thanksgiving Tower 1601 Elm Street Dallas, TX 75201 | Director | Director Acquisiti Corp. |
| Steven F. Leer | * | Director/President & CEO | ** |
| James L. Parker | * | Director | Retired |
| A. Michael Perry | * | Director | Retired |
| Robert G. Potter | * | Director | Retired |
| Theodore D. Sands | 535 Fifth Ave. Suite 3300 New York, NY 10017 | Director | President |
| Bradley M. Allbritten | * | VP - Marketing | ** |
| C. Henry Besten | * | Sr. VP - Strategic Development | ** |
| John W. Eaves | * | Sr. VP - Marketing | ** |
| Robert G. Jones | * | VP - Law and General Counsel | ** |
| Robert J. Messey | * | Sr. VP - Chief Financial Officer | ** |
| David B. Peugh | * | VP - Business Development | ** |
| Robert W. Shanks | * | VP - Operations | ** |
| Kenneth G. Woodring | * | Executive VP - Mining Operations | ** |

* The business address of the executive officers and directors listed above is One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.

** The principal occupation of the executive officers and directors listed above is their position or positions as an executive officer and/or director of Arch Coal, Inc. or one of its affiliates.

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| Name | Business Address | Position | Principal Employment |
|-----------------------|------------------|----------------------------|----------------------|
| C. Henry Besten, Jr. | * | Director | ** |
| Steven E. McCurdy | * | Director | ** |
| David B. Peugh | * | Director | ** |
| Steven E. McCurdy | * | President | ** |
| William Scott Stewart | * | Vice President | ** |
| Terence L. Irons | * | Vice President | ** |
| James E. Florczak | * | Vice President & Treasurer | ** |
| Robert J. Messey | * | Vice President | ** |
| Janet L. Horgan | * | Secretary | ** |
| Robert G. Jones | * | Assistant Secretary | ** |
| Susan E. Prader | * | Assistant Secretary | ** |
| William H. Rose | * | Assistant Secretary | ** |

* The business address of the executive officers and directors listed above is One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.

** Unless otherwise noted, the principal occupation of the executive officers and directors listed above is their position or positions as an executive officer and/or director of Ark Land Company and, if applicable, other affiliates of Arch Coal, Inc.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Ark Land Company acquired beneficial ownership of the Common Units on October 17, 2002 in exchange for the contribution of equity interests in an affiliated entity of the Partnership in connection with the Partnership's

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initial public offering. Arch Coal, Inc. is the sole shareholder of Ark Land Company and, as such, may be deemed to beneficially own the Common Units acquired by Ark Land Company.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the Common Units reported herein solely for investment purposes. The Reporting Persons may make additional purchases of Common Units either in the open market or in private transactions depending on the Partnership's business, prospects and financial condition, the market for the Common Units, general economic conditions, money and stock market conditions and other future developments.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) (1) Arch Coal, Inc., in its capacity as the sole shareholder of Ark Land Company, may be deemed to be the beneficial owner of 2,895,670 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 11,353,658 Common Units outstanding, represents 25.5% of the outstanding Common Units. Arch Coal, Inc. may also be deemed to beneficially own 4,796,920 subordinated units representing limited partner interests in the Partnership (the "Subordinated Units"), which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1, as amended (File No. 333-86582), incorporated herein by reference (the "Registration Statement").

(2) Ark Land Company is the record and beneficial owner of 2,895,670 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 11,353,658 Common Units outstanding, represents 25.5% of the outstanding Common Units. Ark Land Company also holds 4,796,920 Subordinated Units in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference.

(c) The information set forth in Item 3 above is incorporated herein by reference.

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(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Common Units acquired by the Reporting Persons were acquired in a private placement and are restricted securities. Certain transfer restrictions, voting rights of the Reporting Persons and registration rights granted by the Partnership and to which the Partnership is entitled are set forth in the First Amended and Restated Agreement of Limited Partnership of the Partnership, a copy of the form of which is included as Exhibit 3.2 to the Registration Statement, which has been incorporated by reference to this Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 10.1: Registration Statement on Form S-1 for Natural Resource Partners L.P. (File No. 333-86582) incorporated herein by

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reference.

Exhibit 99.1: Joint Filing Agreement among the parties regarding filing of Schedule 13D, dated October 28, 2002.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 28, 2002

ARCH COAL, INC.

By: /s/ ROBERT G. JONES

Robert G. Jones
Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 28, 2002

ARK LAND COMPANY

By: /s/ ROBERT G. JONES

Robert G. Jones
Assistant Secretary

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EXHIBIT INDEX

Exhibit 10.1: Registration Statement on Form S-1 for Natural Resource Partners L.P. (File No. 333-86582) incorporated herein by reference.

Exhibit 99.1: Joint Filing Agreement among the parties regarding filing of Schedule 13D, dated October 28, 2002.

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