#### Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

#### NATURAL RESOURCE PARTNERS LP

Form 4

October 20, 2004

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average

burden hours per response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **MORIAN S REED** 

2. Issuer Name and Ticker or Trading Symbol

Issuer

NATURAL RESOURCE PARTNERS LP [NRP]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

\_X\_\_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

10/18/2004

C/O DX SERVICES

(Street)

(State)

COMPANY, 300 JACKSON HILL

(Zin)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77007

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of 6. Ownersh Securities Form: Dire		7. Nature of Indirect		
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		
				(A)	Reported				
				or	Transaction(s)				
			Code V	Amount (D) Price	(Instr. 3 and 4)				
Common Units (1) (2)	10/18/2004		M	1,358 A (2)	11,358	D			
Common Units (1) (2)	10/18/2004		D	1,358 $D = 43.5$	10,000	D			

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	onof Derivative		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 (1)	<u>(2)</u>	10/18/2004		M		1,358	10/18/2004	10/18/2004	Common Units	1,358
Phantom Units (1)	<u>(4)</u>						10/18/2005	10/18/2005	Common Units	1,358
Phantom Units (1)	<u>(4)</u>						02/11/2007	02/11/2007	Common Units	1,350
Phantom Units (1)	<u>(4)</u>						02/11/2008	02/11/2008	Common Units	1,350

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
MORIAN S REED C/O DX SERVICES COMPANY 300 JACKSON HILL HOUSTON, TX 77007	X					

### **Signatures**

S. Reed Morian 10/20/2004

\*\*Signature of Person

\*\*Bignature of 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).
- (1) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.
- (2) Upon vesting, the phantom units were paid in cash on a one for one basis based on the market value of the common units (\$43.50) on the date of vesting (October 18, 2004).
- (3) The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II.
- (4) The phantom units will be paid in cash based on the market value of the common units on the date of vesting.

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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.