

NATURAL RESOURCE PARTNERS LP

Form 4

February 17, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KARN ROBERT B III

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)
3709 ASCOT BEND COURT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2016

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

BONITO SPRINGS, FL 34134

(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	(A) or (D)	Price
Common Units ⁽¹⁾	02/14/2016		M		3,700	A	\$ 1.034
Common Units ⁽¹⁾	02/14/2016		D		3,700	D	\$ 1.034
Common Units					317	I	

By The
Payton
Grace
Portnoy
Irrevocable
Trust ⁽²⁾

Common Units	317	I	By The Blake Kristopher Portnoy Irrevocable Trust ⁽²⁾
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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.

SEC 1474
(9-02)

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Phantom Units ⁽³⁾	<u>(6)</u>	02/14/2016		M	3,700	02/14/2016	02/14/2016	Common Units		3,700
Phantom Units ⁽³⁾	<u>(4)</u> <u>(5)</u>					02/13/2017	02/13/2017	Common Units		3,700
Phantom Units ⁽³⁾	<u>(4)</u> <u>(5)</u>					02/12/2018	02/12/2018	Common Units		3,885
Phantom Units ⁽³⁾	<u>(4)</u> <u>(5)</u>					02/11/2019	02/11/2019	Common Units		4,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KARN ROBERT B III 3709 ASCOT BEND COURT BONITO SPRINGS, FL 34134	X

Signatures

Robert B. Karn
III

02/17/2016

__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).

The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II, which

(1) were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.

(2) Mr. Karn disclaims beneficial ownership of these securities.

(3) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.

(4) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.

(5) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each unit will be accrued over the vesting period and paid on vesting.

(6) As described in Footnote 1, upon vesting, the phantom units were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.

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

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