

ROBERTSON CORBIN J JR
Form 4
June 10, 2011

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 *
ROBERTSON CORBIN J 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)
06/09/2011

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

HOUSTON, TX 77002

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

(City) (State) (Zip)

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	06/09/2011		J		10,743	A	<u>(1)</u> 180,037
Common Units							31,540 I By Spouse
Common Units							17,279,860 I By Western Pocahontas Properties Limited Partnership
	06/09/2011		J		524,735	A	<u>(2)</u> 5,627,120 I

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) Mr. Robertson acquired these units as a result of a distribution of units out of Quintana WPP Holdings L.P., of which Mr. Robertson is a minority limited partner, and Robertson Coal Management LLC, of which Mr. Robertson is sole owner.

(2) These units are beneficially owned by Western Pocahontas Properties Limited Partnership, whose general partner is Western Pocahontas Corporation, a corporation controlled by Mr. Robertson. Mr. Robertson also holds indirect limited partner interests in Western Pocahontas Properties Limited Partnership. All the common units owned by Western Pocahontas Properties Limited Partnership are reported on this line. Mr. Robertson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) Western Bridgeport, Inc. acquired these units as a result of a distribution of units out of Western Pocahontas Properties Limited Partnership and Great Northern Properties Limited Partnership, both of which Western Bridgeport, Inc. is a minority limited partner, Mr. Robertson is the controlling partner of Western Bridgeport, Inc. Mr. Robertson disclaims beneficial ownership of the units held by Western Bridgeport Inc. except to the extent of his pecuniary interest therein.

(4) QMP, Inc. acquired these units as a result of a distribution of units out of Quintana WPP Holdings L.P., in which QMP, Inc. is the general partner. Mr. Robertson is the controlling shareholder of QMP, Inc. Mr. Robertson disclaims beneficial ownership of the units held by QMP, Inc., except to the extent of his pecuniary interest therein.

(5) Western Pocahontas Corporation acquired these units as a result of a distribution of units out of Western Pocahontas Properties Limited Partnership, in which Western Pocahontas Corporation is the general partner, Mr. Robertson is the controlling shareholder of Western Pocahontas Corporation. Mr. Robertson disclaims beneficial ownership of the units held by Western Pocahontas Corporation, except to the extent of his pecuniary interest therein.

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.