PEUGH DAVID B Form 4/A November 06, 2002

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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 4

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

Name and Address of Reporting Person* (Last, First, Middle) Peugh, David B.		Issuer Name and Ticker or Trading Symbol Natural Resource Partners L.P.; NRP	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) N/A		
	4. Statement for Month/Day/Year			<b>If Amendment, Date of Original</b> ( <i>Month/Day/Year</i> )		
City Place One, Suite 300		10/18/02		10/21/02		
(Street)	6.	<b>Relationship of Reporting Person(s)</b> <b>to Issuer</b> ( <i>Check All Applicable</i> )	7.	Individual or Joint/C (Check Applicable Lin		
St. Louis, MO 63141		X Director 0 10% Owner		x	Form filed by One Reporting Person	
(City) (State) (Zip)		O Officer (give title below)		0	Form filed by More than One Reporting	
		O Other (specify below)			Person	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Title of Security (Instr. 3)	2. Transaction Date 2a (Month/Day/Year)	a. Deemed Execution 3 Date, if any. (Month/Day/Year)	3. Transaction       4. Securities Acquired         Code       (A)         (Instr. 8)       or Disposed of (D)         (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)		6. Ownership 7 Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price				
Common Units	10/17/02	N/A	Р		1,000	A	20.00		1,000	D	N/A

# Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<b>Title of Derivative 2.</b> <b>Security</b> ( <i>Instr. 3</i> )	Conversion or Exercise 3. Price of Derivative Security	Transaction3Date(Month/Day/Year)	A. Deemed Execution 4. Date, if any (Month/Day/Year)	<b>Transaction 5.</b> <b>Code</b> ( <i>Instr.</i> 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Code V	(A)	( <b>D</b> )	
Common Unit Options (right to buy)(1)	19.50	10/18/02		А	10,000		
Common Unit Options (right to buy)(1)	19.50	10/18/02		D		10,000	
			Page 3				

5. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
(2)	10/18/12	Commor Units	1 10,000		10,000	D	
(2)	10/18/12	Commor Units	1 10,000		0		

#### **Explanation of Responses:**

(1) These options were awarded to Mr. Peugh as director compensation on October 18, 2002. Pursuant to an agreement with Arch Coal, Inc., Mr. Peugh immediately assigned the options to Arch Coal, Inc.

(2) The options vest in three equal annual installments beginning on October 18, 2003.

/s/ David B. Peugh 11/6/02
\*\*Signature of Reporting Date
Person Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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