NATURAL RESOURCE PARTNERS LP

Form 4

November 20, 2002

OMB APPROVAL
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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

O 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) Scott, W. W.			2.	Issuer Name and Ticker or Trading Symbol			3.	I.R.S. Identification Number of Report Person, if an entity (Voluntary)	
Sc				_	Natur	Natural Resource Partners L.P.; NRP				
				4.	State	ement for Month/D	ay/Year	5.	If Amendme	ent, Date of Original Year)
26	2606 W. Lane Drive			_	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)			7.		
	(Street)		6.	Individual or Joint/Group Filing (Check Applicable Line)						
Н	ouston, TX	X 77027		_	X	Director O	10% Owner		X	Form filed by One Reporting Person
(C	City)	(State)	(Zip)		o	Officer (give title	le below)		0	Form filed by More than One Reporting
					o	Other (specify b	elow)			Person

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 2: (Month/Day/Year)	a. Deemed Execution 3 Date, if any. (Month/Day/Year)	3. Transaction 4. Code (Instr. 8)	Securities Ac (A) or Disposed o (Instr. 3, 4 and	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(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	(A) or Amount (D)	Price			
Common Units						5,000	D	
Common Units	11/18/02		J(1)	9,150 A	20.00	126,107	I (2)	By New Gauley Coal Corporation(

		(e.g., pu	ıts, calls, warranı	ts, options, convertible	securit	ties)		
۱.	Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	3a. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		5. Number of Derivative Securion Acquired (A) or Disposed of (Instr. 3, 4 and 5)	
					Code	v	(A)	(D)

5.	Date Exercisable an Expiration Date (Month/Day/Year)	Amo of U Secu		8. Price of Derivative Security (Instr. 5)		rivative eficially Owned oorted Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expirat Exercisable Date		Amount or Number of Shares					
C	planation of Resp	onses:						
	On November 18, underwriters' over					50 Common Units at	\$20.00 per Common Unit u	upon the expiration
							ew Gauley Coal Corporatio his pecuniary interest there	
			/s/ W. W. Sc	ott	11/20/	/02		
		**Si			Date			

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

Note: