

Cline Christopher
Form 4
October 02, 2012

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 *
Cline Christopher

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Owns entity w/ director right

C/O CLINE RESOURCE AND DEVELOPMENT COMP, 3801 PGA BOULEVARD, SUITE 903

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

PALM BEACH GARDENS, FL 33410

(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 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 Stock | 10/02/2012 | | J(1)(2) | 1,980,156 | A \$ 0 | 2,020,756 (3) | D (4) |
| Common Stock | | | | | | 10,596,917 | I (4) See footnote (4) |

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

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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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Cline Christopher C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | | X | | Owns entity w/ director right |

Signatures

/s/ Christopher Cline, Authorized Representative
10/02/2012
Date

**Signature of Reporting 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).

- On October 2, 2012, Adena Minerals, LLC ("Adena") effected an in-kind distribution of 6,049,155 common units (the "Distributed Units") to its sole member, Foresight Reserves, L.P. ("Foresight"), for no additional consideration. Foresight immediately thereafter effected an in-kind distribution of all of the Distributed Units to its direct and indirect owners, for no additional consideration, including
- (1) the distribution of 1,980,156 common units to Insight Resource, LLC ("Insight"), the general partner of Foresight. Insight immediately thereafter effected an in-kind distribution of 1,980,156 common units to its managing member, Cline Resource and Development Company ("CRDC"), for no additional consideration. CRDC immediately thereafter effected an in-kind distribution of 1,980,156 common units to its sole shareholder, the reporting person, for no additional consideration. [Continued in Footnote 2]
 - (2) [Footnote 1 continued] The Distributed Units had previously been indirectly beneficially owned by the reporting person through his being deemed to share voting and dispositive control over the common units held of record by Adena.
 - (3) The number of common units directly beneficially owned by the reporting person includes the 1,980,156 common units referenced in footnote (1) above, as well as 600 common units acquired by the reporting person on or about February 10, 2004 which were omitted

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from the reporting person's original Form 3 filed on January 12, 2007 and were also omitted from the subsequent Form 4s filed by the reporting person after his original Form 3 was filed.

- (4) These common units are owned of record by Adena. The reporting person is deemed to share voting and dispositive control with CRDC, Insight, Foresight and Adena over the common units owned of record by Adena.

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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