

Cline Christopher
Form 4
January 24, 2013

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)
01/23/2013

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Controls entity with director

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)
 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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|------------------|
| Common Units | 01/23/2013 | | P(1) | 756,914 (1) | \$ 19.8173 (1) | A | 756,914 (1) (3) | I (1) | See Footnote (3) |
| Common Units | | | | | 4,902,410 (2) | | | D (2) | |

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

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SEC 1474 (9-02)

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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 | | | | Controls entity with director |

Signatures

/s/ Christopher Cline, Authorized Representative
01/24/2013
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 January 23, 2013, Cutlass Collieries LLC ("Cutlass") purchased 756,914 ("Purchased Units") common units ("Common Units") of Natural Resource Partners L.P. (the "Company") directly from the Company for an aggregate purchase price of \$15,000,000. Accordingly, Cutlass is the record holder of the Purchased Units. Insight Resource, LLC is the managing member of Cutlass. Cline Resource and Development Company is the managing member of Insight Resource, LLC and Christopher Cline is the sole shareholder and sole director of Cline Resource and Development Company. Accordingly, each of Christopher Cline, Cline Resource and Development Company, Insight Resource, LLC, and Cutlass are deemed to share voting and dispositive control over the Common Units held of record by Cutlass.
- (1) Christopher Cline is the owner of record of 4,902,410 Common Units.
Christopher Cline is the direct and indirect beneficial owner of 5,659,324 Common Units in the aggregate, which amount consists of the indirect beneficial ownership of the Purchased Units referenced in footnote (1) above, as well as the direct beneficial ownership of the 4,902,410 Common Units of the Company owned of record by Christopher Cline referenced in footnote (2) above.
- (2)
- (3)

Remarks:

Adena Minerals, LLC ("Adena"), a company controlled by Christopher Cline, is entitled to nominate two directors to the board.

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.