## Edgar Filing: NATURAL RESOURCE PARTNERS LP - Form 4

#### NATURAL RESOURCE PARTNERS LP

Form 4

February 15, 2017

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

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)

Chairman and CEO

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_ Director X\_ Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

1415 LOUISIANA STREET, SUITE 02/13/2017

2400

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

HOUSTON, TX 77002

(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. Transactic Code (Instr. 8)	oror Dispose (Instr. 3, 4	ed of	` '	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)
Common Units (1)	02/13/2017		M	3,200	A	<u>(1)</u>	3,200	D	
Common Units (1)	02/13/2017		D	3,200	D	\$ 36.5375 (1)	0	D	
Common Units							6	I	By QMP Inc. (2)
Common Units							4,128,599	I	By Premium Resources,

LLC (3)

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

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SEC 1474 (9-02)

# 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. Transactic Code (Instr. 8)	5. Number tion 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (4)	(7)	02/13/2017		M		3,200	02/13/2017	02/13/2017	Common Units	3,200
Phantom Units (4)	(5) (6)						02/12/2018	02/12/2018	Common Units	3,360
Phantom Units (4)	(5) (6)						02/11/2019	02/11/2019	Common Units	3,600

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
coporting of more runner, requires	Director	10% Owner	Officer	Other		
ROBERTSON CORBIN J JR 1415 LOUISIANA STREET, SUITE 2400 HOUSTON, TX 77002	X	X	Chairman and CEO			

# **Signatures**

Corbin J. Robertson, Jr.	02/15/2017			
**Signature of Reporting Person	Date			

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## **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).
- The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II, which were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting, together with accrued distribution equivalent rights.
- (2) Mr. Robertson, Jr. is the controlling shareholder of QMP, Inc. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by QMP, Inc., except to the extent of his pecuniary interest therein.
- (3) All the common units owned by Premium Resources, LLC are reported on this line. Mr. Robertson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan. All phantom unit numbers have been adjusted to reflect the issuer's 1-for-10 reverse unit split completed in February 2016.
- (5) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- (6) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each unit will be accrued over the vesting period and paid on vesting.
- As described in Footnote 1, upon vesting, the phantom units were paid in cash on a one for one basis based on the average closing price (7) of the common units for the 20 trading days immediately preceding the date of vesting, together with accrued distribution equivalent rights.

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.