

NATURAL RESOURCE PARTNERS LP
 Form 4
 February 13, 2008

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 *
 CARTER NICK

2. Issuer Name and Ticker or Trading Symbol
 NATURAL RESOURCE PARTNERS LP [NRP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & COO

(Last) (First) (Middle)
 P.O. BOX 2827, 1035 THIRD AVENUE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2008

HUNTINGTON, WV 25727

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Units ⁽¹⁾	02/11/2008		M	8,840 A	\$ 20,840	D	
Common Units ⁽¹⁾	02/11/2008		D	8,840 D	\$ 30.03 ⁽¹⁾	D	
Common Units	11/14/2007		M	8 A	\$ 210	I	By Spouse

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)	Amount or Number of Shares
Phantom Units ⁽²⁾	<u>(3)</u>	02/11/2008		M	8,840	02/11/2008 02/11/2008	Common Units	8,840
Phantom Units ⁽²⁾	<u>(4)</u>					02/14/2009 02/14/2009	Common Units	10,000
Phantom Units ⁽²⁾	<u>(4)</u>					02/13/2010 02/13/2010	Common Units	10,000
Phantom Units ⁽²⁾	<u>(4)</u>					02/13/2011 02/13/2011	Common Units	13,000
Subordinated Units	<u>(5)</u>	11/14/2007		M	8	<u>(6)</u> <u>(6)</u>	Common Units	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER NICK P.O. BOX 2827 1035 THIRD AVENUE, SUITE 300 HUNTINGTON, WV 25727			President & COO	

Signatures

Nick Carter 02/13/2008

**Signature of Reporting Person

Date

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).

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- 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
- (1) 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.
 - (2) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.
 - (3) 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 of the common units for the 20 trading days immediately preceding the date of vesting.
 - (4) 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.
 - (5) The subordinated units convert into common units at no cost to the reporting person in three phases as set forth in NRP's partnership agreement. The final conversion occurred in November 2007 as all of the requirements under the partnership agreement were met.
 - (6) As set forth in the partnership agreement, all of the outstanding subordinated units converted into common units on November 14, 2007.

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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