

CARTER NICK
Form 4
February 14, 2007

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)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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)		
				(A) or (D)	Price				
				Code V	Amount				
Common Units	11/14/2005		M	2	<u>A</u> <u>(3)</u>	<u>(3)</u>	100	I	By Spouse
Common Units							5,300	D	
Common Units	11/14/2006		M	1	<u>A</u> <u>(4)</u>	<u>(4)</u>	101	I	By Spouse
Common Units							5,300	D	

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

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(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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units ⁽¹⁾	<u>(2)</u>	02/13/2007		A	6,500	02/13/2011	02/13/2011	Common Units	6,500
Phantom Units ⁽¹⁾	<u>(2)</u>					02/13/2010	02/13/2010	Common Units	5,000
Phantom Units ⁽¹⁾	<u>(2)</u>					02/14/2009	02/14/2009	Common Units	5,000
Phantom Units ⁽¹⁾	<u>(2)</u>					02/11/2008	02/11/2008	Common Units	4,420
Phantom Units ⁽¹⁾	<u>(2)</u>					02/25/2007	02/25/2007	Common Units	11,700
Subordinated Units	<u>(5)</u>	08/19/2005		A	8	<u>(5)</u>	<u>(5)</u>	Common Units	8
Subordinated Units	<u>(3)</u>	11/14/2005		M	2	<u>(3)</u>	<u>(3)</u>	Common Units	2
Subordinated Units	<u>(4)</u>	11/14/2006		M	2	<u>(4)</u>	<u>(4)</u>	Common Units	1

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

02/14/2007

**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).
- (1) The phantom units were granted to the reporting person under the issuer's long-term incentive plan.
- (2) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately prior to the date of vesting.

As set forth in the partnership agreement, the first conversion of 25% of the original subordinated units outstanding on November 14, 2005 converted to common units on that date. In connection with the conversion, two of the subordinated units were converted to common units.
- (3) 2005 converted to common units on that date. In connection with the conversion, two of the subordinated units were converted to common units.

As set forth in the partnership agreement, the second conversion of 25% of the original subordinated units outstanding on November 14, 2006 converted to common units on that date. In connection with the conversion, one of the subordinated units was converted to a common unit and the fractional unit created in the conversion was paid in cash.
- (4) 2006 converted to common units on that date. In connection with the conversion, one of the subordinated units was converted to a common unit and the fractional unit created in the conversion was paid in cash.
- (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 will occur in November 2007 if all of the requirements under the partnership agreement are met.

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.