

ROBERTSON CORBIN J III

Form 4

February 12, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTSON CORBIN J III

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)
1415 LOUISIANA STREET, SUITE
2400

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
HOUSTON, TX 77002

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 Indirect Beneficial Ownership (Instr. 4)
Common Units	02/11/2019		M	410	A	150,731	D
Common Units	02/11/2019		D	410	D	\$ 38.22 (1)	D
Common Units					61,510	I	By Premium Resources, LLC
Common Units					5,046	I	By the Corbin James

Common Units	39	I	Robertson III 2009 Family Trust ⁽²⁾
Common Units	9,783	I	By Spouse ⁽³⁾
Common Units	10,000	I	By CIII Capital Management, LLC ⁽⁴⁾
Common Units			By BHJ Investments, L.P. ⁽⁵⁾

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)	8. F
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Phantom Units	(1)	02/11/2019		M	410	02/11/2019	02/11/2019	Common Units	410

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERTSON CORBIN J III 1415 LOUISIANA STREET SUITE 2400 HOUSTON, TX 77002	X

Signatures

/s/ Corbin J.
Robertson, III

02/12/2019

__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 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) The beneficiary of The Corbin James Robertson III 2009 Family Trust is the family of Corbin J. Robertson III. Corbin J. Robertson III is the Trust Advisor for the Corbin James Robertson III 2009 Family Trust and may be deemed to beneficially own the common units owned by Corbin James Robertson III 2009 Family Trust.

(3) Corbin J. Robertson III disclaims beneficial ownership of these common units, and this report shall not be deemed an admission that Corbin J. Robertson III is the beneficial owner of such common units for purposes of Section 16 or for any other purpose.

(4) Corbin J. Robertson III is the controlling manager of CIII Capital Management, LLC and may be deemed to beneficially own the common units owned by CIII Capital Management, LLC.

(5) BHJ Investments, L.P. is a limited partnership of which the reporting person is the manager of the general partner. The limited partners of BHJ Investments, L.P. are the reporting person, his wife, and a trust formed for the benefit of the reporting person's children in which the reporting person has no pecuniary interest.

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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