SMITH STEPHEN P

Form 4

February 12, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

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

Check this box

obligations may continue. See Instruction

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)

SMITH STEPHEN P Syml NA				2. Issuer Name and Ticker or Trading ymbol VATURAL RESOURCE PARTNERS LP [NRP]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1201 LOUISIANA, SUITE 3400			3. Date of Earliest Transaction (Month/Day/Year) 02/11/2019				_X_ Director 10% Owner Officer (give title Other (specify below)					
				Amendment, Date Original (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 Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Deriva	ntive 9	Secur	ities A <i>c</i> a		f or Reneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8)	Pransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)				
Common Units	02/11/2019			Code V	410		(D)	Price (1)	765	D		
Common Units	02/11/2019			D	410)	D	\$ 38.22	355	D		

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

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(1)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. In Section (In:

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 or 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(1)	02/11/2019		M	410	02/11/2019	02/11/2019	Common Units	410	
Phantom Units	<u>(2)</u>					(2)	(2)	Common Units	2,399	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH STEPHEN P 1201 LOUISIANA SUITE 3400 HOUSTON, TX 77002	X						

Signatures

Reporting Person

/s/ Stephen P.
Smith

**Signature of 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).
- 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.
- Phantom units were awarded and issued to the reporting person under the Issuer's 2017 Long-Term Incentive Plan. These phantom units vested on the issuance date and at the reporting person's election will settle in common units on a one-for-one-basis 90 days following the reporting person's retirement or earlier resignation from the Board of Directors of the issuer. Distribution equivalent rights will accrue and be paid in cash upon settlement.

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.

Reporting Owners 2