

Donahoo Perry W
Form 4
December 13, 2018

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 *
Donahoo Perry W

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)
1201 LOUISIANA STREET, SUITE 3400

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO of VantaCore

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	12/11/2018		M	5,853	A <u>(1)</u> 9,808	D	
Common Units	12/11/2018		F	2,304	D \$ 38.28 <u>(2)</u> 7,504	D	
Common Units	12/11/2018		M	893	A <u>(3)</u> 8,397	D	
Common Units	12/11/2018		D	893	D \$ 35.99 <u>(3)</u> 7,504	D	

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Units	(1)	12/11/2018		M	5,853	(1) (1)	Common Units	5,853
Phantom Units	(3)	12/11/2018		M	893	(3) (3)	Common Units	893

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donahoo Perry W 1201 LOUISIANA STREET SUITE 3400 HOUSTON, TX 77002			CEO of VantaCore	

Signatures

/s/ Perry W.
Donahoo

12/13/2018

**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).

Represents phantom units awarded under the Issuer's 2017 Long-Term Incentive Plan that converted into common units on a one-for-one (1) basis together with accrued distribution equivalent rights. The reporting person's phantom units became vested and settled in connection with the Issuer's sale of VantaCore Partners LLC on December 11, 2018.

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- (2) Represents the closing price of the Issuer's common units on December 11, 2018.

The common units were deemed to have been purchased and sold on December 11, 2018, the date of vesting of the phantom units and

- (3) were paid in cash on a one-for-one basis using 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.

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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