

Cline Christopher
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Adena Minerals, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2012

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

C/O CLINE RESOURCE AND DEVELOPMENT COMP, 3801 PGA BOULEVARD, SUITE 903

(Street)

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

PALM BEACH GARDENS, FL 33410

(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 | 10/02/2012 | | J ⁽¹⁾ | V | 6,049,155 | D | \$ 0 10,596,917 D ⁽²⁾ |

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

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SEC 1474 (9-02)

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Adena Minerals, LLC C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | X | | | |
| Foresight Reserves, LP C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | | | | Owns entity w/ director right |
| Insight Resource, LLC C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | | | | Owns entity w/ director right |
| Cline Resource & Development Co. C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | | | | Owns entity w/ director right |
| Cline Christopher C/O CLINE RESOURCE AND DEVELOPMENT COMP 3801 PGA BOULEVARD, SUITE 903 PALM BEACH GARDENS, FL 33410 | | X | | Owns entity w/ director right |

Signatures

/s/ Christopher Cline, Authorized
Representative

10/02/2012

__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) On October 2, 2012, Adena Minerals, LLC ("Adena") effected an in-kind distribution of 6,049,155 common units (the "Distributed Units") to its sole member, Foresight Reserves, L.P. ("Foresight"), for no additional consideration. Foresight immediately thereafter effected an in-kind distribution of all of the Distributed Units to its direct and indirect owners (including the distribution of 1,980,156 of the Distributed Units to Christopher Cline), for no additional consideration.

(2) Adena Minerals, LLC holds 10,596,917 common units of record. Foresight is the sole member of Adena, and Insight Resource, LLC ("Insight") is the general partner of Foresight. Cline Resource and Development Company is the managing member of Insight and Christopher Cline is the sole shareholder and sole director of Cline Resource and Development Company. Accordingly, each of Christopher Cline, Cline Resource and Development Company, Insight, Foresight and Adena are deemed to share voting and dispositive control with over the common units held of record by Adena.

Remarks:

Adena may be deemed to be a director for purposes of this Form by virtue of its right to nominate two directors to the board of

The distribution of 1,980,156 common units to Christopher Cline is reflected on a Form 4 filed by Mr. Cline on 10/02/2012.

Adena Minerals, LLC

By: Foresight Reserves, L.P., its Managing Member

By: Insight Resources, LLC, its General Partner

By: Cline Resource and Development Company, its Managing Member

/s/ Christopher Cline,

Foresight Reserves, L.P.

By: Insight Resources, LLC, its General Partner

By: Cline Resource and Development Company, its Managing Member

/s/ Christopher Cline

Insight Resources, LLC, its General Partner

By: Cline Resource and Development Company, its Managing Member

/s/ Christopher Cline

Cline Resource and Development Company

/s/ Christopher Cline

Christopher Cline

/s/ Christopher Cline

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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