

Cline Christopher
 Form 4
 May 22, 2009

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)
 05/20/2009

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

C/O CLINE RESOURCE AND DEVELOPMENT CO, 3801 PGA BLVD., 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
 ___X___ 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	05/20/2009		P	V	4,560,000	A	(1)
					13,470,072	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 CO 3801 PGA BLVD., SUITE 903 PALM BEACH GARDENS, FL 33410		X		
Foresight Reserves, LP C/O CLINE RESOURCE AND DEVELOPMENT CO 3801 PGA BLVD., SUITE 903 PALM BEACH GARDENS, FL 33410		X		
Insight Resource, LLC C/O CLINE RESOURCE AND DEVELOPMENT CO 3801 PGA BLVD., SUITE 903 PALM BEACH GARDENS, FL 33410		X		
Cline Resource & Development CO C/O CLINE RESOURCE AND DEVELOPMENT CO 3801 PGA BLVD., SUITE 903 PALM BEACH GARDENS, FL 33410		X		
Cline Christopher C/O CLINE RESOURCE AND DEVELOPMENT CO 3801 PGA BLVD., SUITE 903 PALM BEACH GARDENS, FL 33410		X		

Signatures

/s/ Christopher Cline

05/22/2009

**Signature of Reporting Person

Date

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Cline Resource and Development Company By: /s/ Christopher Cline	05/22/2009
**Signature of Reporting Person	Date
Insight Resources, LLC By: Cline Resource and Development Company Its: Managing Member By: /s/ Christopher Cline Authorized Representative	05/22/2009
**Signature of Reporting Person	Date
Foresight Reserves, LP By: Insight Resources, LLC Its: General Partner By: Cline Resource and Development Company, Its: Managing Member By: /s/ Christopher Cline Authorized Representative	05/22/2009
**Signature of Reporting Person	Date
Adena Minerals, LLC By: Foresight Reserves, LP Its: Managing Member By: Insight Resources, LLC Its: General Partner By: Cline Resource and Development Company Its: Managing Member By: /s/ Christopher Cline Authorized Representative	05/22/2009
**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) Common Units were acquired as consideration for the sale by Adena of the securities of two of its subsidiaries with an estimated market value of \$106,567,200.
Adena Minerals, LLC holds 13,470,072 Common Units of record . Foresight Reserves, LP is the sole member of Adena Minerals, LLC and Insight Resource, LLC is the general partner of Foresight Reserves, LP. Cline Resource and Development Company is the managing member of Insight Resource, LLC 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 Resource, LLC, Foresight Reserves, LP and Adena Minerals, LLC are deemed to share voting and dispositive control over the Common Units held of record by Adena Minerals, LLC.
- (2)

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.