

NATURAL RESOURCE PARTNERS LP

Form 3

October 22, 2002

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

FORM 3

INITIAL STATEMENT OF 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**

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| <p>1. Name and Address of Reporting Person* (<i>Last, First, Middle</i>)</p> <p>Arch Coal, Inc.</p> <hr/> <p>CityPlace One, Suite 300</p> <p align="center"><i>(Street)</i></p> <p>St. Louis, MO 63141</p> <p><i>(City) (State) (Zip)</i></p> | <p>2. Date of Event Requiring Statement (<i>Month/Day/Year</i>)</p> <p>10/17/02</p> <hr/> <p>4. Issuer Name and Ticker or Trading Symbol</p> <p>Natural Resource Partners L.P. (NRP)</p> <hr/> <p>6. If Amendment, Date of Original (<i>Month/Day/Year</i>)</p> <hr/> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (<i>voluntary</i>)</p> <p>43-0921172</p> <hr/> <p>5. Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)</p> <p><input type="radio"/> Director <input type="radio"/> Officer (<i>give title below</i>)</p> <p><input checked="" type="radio"/> 10% Owner <input type="radio"/> Other (<i>specify below</i>)</p> <hr/> <p>7. Individual or Joint/Group Filing (<i>Check Applicable Line</i>)</p> <p><input type="radio"/> Form filed by One Reporting Person</p> <p><input checked="" type="radio"/> Form filed by More than One Reporting Person</p> |
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* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table I Non-Derivative Securities Beneficially Owned

| 1. Title of Security <i>(Instr. 4)</i> | 2. Amount of Securities Beneficially Owned <i>(Instr. 4)</i> | 3. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 5)</i> | 4. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i> |
|---|---|--|---|
| Common Units | 4,796,720 | I | By Ark Land Company (1) |
| Subordinated Units | 4,796,720 | I | By Ark Land Company (1) |

Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security <i>(Instr. 4)</i> | 2. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 3. Title and Amount of Securities Underlying Derivative Security <i>(Instr. 4)</i> | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 5)</i> | 6. Nature of Indirect Beneficial Ownership <i>(Instr. 5)</i> |
|--|--|---|--|---|---|
|--|--|---|--|---|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

Explanation of Responses:

(1) On October 17, 2002, Ark Land Company, in connection with the initial public offering of the Issuer, contributed to the Issuer its equity interest in an affiliated entity of the Issuer in exchange for Common and Subordinated Units.

/s/ Robert G. Jones,
Secretary

10/22/02

**Signature of Reporting Person

Date

Joint Filer Information
Name: Ark Land Company
Address: CityPlace One,
Suite 300
St. Louis, Missouri 63141

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Designated Filer: Arch
Coal, Inc.

/s/ Robert G. Jones,
Assistant Secretary

10/22/02

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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