

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ARCH COAL INC</u>  (Last) (First) (Middle) <u>CITYPLACE ONE, SUITE 300</u>  (Street) <u>ST. LOUIS MO 63141</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/17/2002</u>	3. Issuer Name and Ticker or Trading Symbol <u>NATURAL RESOURCE PARTNERS LP [ NRP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/22/2002</u>
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Subordinated Units<sup>(2)</sup></u>	<u>09/30/2007<sup>(3)</sup></u>	<u>(3)</u>	<u>Common Units</u>	<u>4,796,720</u>	<u>(4)</u>	<u>I</u>	<u>By Ark Land Company<sup>(1)</sup></u>

1. Name and Address of Reporting Person* <u>ARCH COAL INC</u>  (Last) (First) (Middle) <u>CITYPLACE ONE, SUITE 300</u>  (Street) <u>ST. LOUIS MO 63141</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ARK LAND CO</u>  (Last) (First) (Middle) <u>CITY PLACE ONE SUITE 300</u>  (Street) <u>ST. LOUIS MO 63141</u>  (City) (State) (Zip)

## Explanation of Responses:

- On October 17, 2002, Ark Land Company, in connection with the initial public offering of the Issuer, contributed to the Issuer its equity interest as an affiliated entity of the Issuer in exchange for Common and Subordinated Units.
- These units were initially reported in Table I. However, Arch has reevaluated the nature of the subordinated units and now believes them to be derivative securities reportable in Table II.
- The subordination period will end once certain financial tests in the partnership agreement are met, but it generally cannot end before September 30, 2007. If certain financial tests in the partnership agreement are met for any quarter ending on or after September 30, 2005, 25% of the subordinated units will convert into common units. If certain financial tests are met for any quarter ending on or after September 30, 2006, an additional 25% of the subordinated units will convert into common units.
- Not Applicable.

## Remarks:

Robert G. Jones, Secretary 12/05/2003

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**