

NATURAL RESOURCE PARTNERS LP

Form 8-K

May 05, 2004

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

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): May 5, 2004

NATURAL RESOURCE PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or
organization)

001-31465
(Commission File
Number)

35-2164875
(I.R.S. Employer
Identification No.)

**601 Jefferson, Suite 3600
Houston, Texas**
(Address of principal
executive offices)

77002
(Zip code)

Registrant's telephone number, including area code: **(713) 751-7507**

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Item 7. Financial Statements And Exhibits.

Item 9 and 12. Regulation FD: Results Of Operations And Financial Condition.

SIGNATURES

EXHIBIT INDEX

Press Release - 1st Quarter Operating Results

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Item 7. Financial Statements And Exhibits.

| Exhibit No. | Description |
|--------------------|---------------------------------|
| 99.1 | Press release dated May 5, 2004 |

Item 9 and 12. Regulation FD; Results Of Operations And Financial Condition.

In accordance with General Instructions B.2. and B.6 of Form 8-K, the following information and the exhibit referenced therein is being furnished under Item 9 and Item 12 of Form 8-K and is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

On May 5, 2004, Natural Resource Partners L.P. (the Partnership) announced via press release its earnings and operating results for the first quarter of 2004. A copy of the Partnership s press release is attached hereto as Exhibit 99.1.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATURAL RESOURCE PARTNERS L.P.
(Registrant)

By: NRP (GP) LP
its General Partner

By: GP Natural Resource Partners LLC
its General Partner

/s/ Wyatt L. Hogan

Wyatt L. Hogan
Vice President and General Counsel

Dated: May 5, 2004

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EXHIBIT INDEX

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