

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Arch Coal, Inc. CityPlace One, Suite 300 <div style="text-align: center;"><i>(Street)</i></div> St. Louis, MO 63141 <div style="display: flex; justify-content: space-between;"><i>(City)</i><i>(State)</i><i>(Zip)</i></div>	2. Issuer Name and Ticker or Trading Symbol Natural Resource Partners L.P. (NRP) 4. Statement for Month/Day/Year 10/21/02 6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> <hr style="width: 20%; margin-left: auto; margin-right: 0;"/>	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> 43-0921172 5. If Amendment, Date of Original <i>(Month/Day/Year)</i> 10/21/02 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
---	--	---

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 4(b)(v).

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
(2)	Common Units	10,000	10,000	D (3)	
(2)	Common Units	10,000	10,000	D (4)	

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 affiliated entities of the Issuer in exchange for Common and Subordinated Units. Ark Land Company then sold 1,901,250 Common Units to the underwriters for resale to the public.
- (2) The options vest in three equal annual installments beginning on 10/18/03.
- (3) The options were awarded to David B. Peugh, a director of the Issuer, as director compensation. Mr. Peugh assigned the options to Arch Coal pursuant to a pre-existing agreement.
- (3) The options were awarded to Steven F. Leer, a director of the Issuer, as director compensation. Mr. Leer assigned the options to Arch Coal pursuant to a pre-existing agreement.

/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	
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.