FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | | |
|--------------|----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | | |

37 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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 1. Name and Address of Reporting Person* POPE PETER T (Last) (First) (Middle) 19245 TENTH AVENUE NE | | | | | 2. Issuer Name and Ticker or Trading Symbol POPE RESOURCES LTD PARTNERSHIP POPEZ 3. Date of Earliest Transaction (Month/Day/Year) 08/05/2003 | | | | | | | | | | all app Direc | blicable) ctor er (give title | g Perso | Person(s) to Issuer 10% Owner Other (specify below) | | |
|--|--------|------------|----------------|----------|---|--|--|------------|--|------|---|---|-----------------------------------|---|--|--|--|--|--|--|
| (Street) POULSE | | | 98370 (Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indiv Line) X | Forn Forn | or Joint/Group Filing (Check Applicable form filed by One Reporting Person form filed by More than One Reporting forson | | | | |
| 1. Title of Security (Instr. 3) 2. Tran Date | | | | | active Securities Acc action 2A. Deemed Execution Date, if any (Month/Day/Year | | | 3. Tran | 4. Secul Dispose 5) | | rities Acquired (A) ed Of (D) (Instr. 3, 4 | |) or | 5. Amo Securi Benefi Owned Report Transa | ount of ties cially I Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | e.g., pu | its, Call. Transac | alls, | 5. Number 6. | | tired, Disposed of, or Ben options, convertible sectors. 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title at Amount Securitie Underlyin Derivativi Security | | | | and t of ies /ing ive | 8. Po Deri Seci (Inst | rice of vative urity | 9. Number o derivative Securities Beneficially Owned Following | f 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | , | | | c | Code | v | Disposed of (D) (Instr. 3, 4 and 5) | | | | Expiration Date | and 4) | Amou or Numb of Share | nt er | | Reported Transaction (Instr. 4) | - 1 '' | , | | |
| Partner Unit Option (Right to Buy) | \$12.3 | 08/05/2003 | 08/05/200 | 03 | A | | 581 | | 08/05/20 | 03 0 | 08/05/2013 | Partner Unit Option (Right to Buy) | 581 | . \$. | 12.3 | 46,870 | | D | | |

Explanation of Responses:

Remarks:

/s/ Thomas M. Ringo Power of 08/05/2003 Attorney for Peter T. Pope

** 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 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).

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.