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ALLIANCE RESOURCE PARTNERS LP

Form 4

March 07, 2005

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * RATHBURN GARY J

(Middle)

1717 S. BOULDER

AVENUE, SUITE 600

TULSA, OK 74119

unit

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ALLIANCE RESOURCE PARTNERS LP [ARLP]

3. Date of Earliest Transaction

(Month/Day/Year) 03/04/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Senior VP-Marketing

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
unit							8,400	D	
Common unit	03/04/2005		S	200	D	\$ 80	8,200	D	
Common unit	03/07/2005		S	976	D	\$ 80	7,224	D	
Common unit	03/07/2005		S	225	D	\$ 80.765	6,999	D	
Common	03/07/2005		S	100	D	\$ 80.48	6,899	D	

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Common unit	03/07/2005	S	100	D	\$ 80.59	6,799	D	
Common unit	03/07/2005	S	100	D	\$ 80.43	6,699	D	
Common unit	03/07/2005	S	99	D	\$ 80.02	6,600	D	
Common unit	03/07/2005	S	100	D	\$ 80.6	6,500	D	
Common unit	03/07/2005	S	100	D	\$ 80.46	6,400	D	
Common unit						2,800	I	By daughter

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

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 control number.

SEC 1474 (9-02)

8. Price of Derivative Security (Instr. 5)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom unit	(2)					<u>(1)</u>	(5)	Common unit	6,871
Restricted unit	(2)					(3)	(5)	Common unit	9,250
Restricted unit	(2)					<u>(4)</u>	(5)	Common unit	6,400
Restricted unit	(2)					<u>(6)</u>	(5)	Common unit	3,400

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RATHBURN GARY J

1717 S. BOULDER AVENUE Senior

SUITE 600 VP-Marketing

TULSA, OK 74119

Signatures

Gary J. 03/07/2005 Rathburn

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- The Phantom units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee, upon the reporting person's death or termination.
- (**2**) 1 for 1
- (3) The Restricted units will vest on September 30, 2005 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.
- The Restricted units will vest on December 31, 2006 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.
- (5) Not applicable
- The Restricted units will vest on January 1, 2008 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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