Edgar Filing: SANDS THEODORE D - Form 4

| SANDS TH Form 4 March 18, 2 | IEODORE D 2009 | | | | | | | | |
|--|---|---|--|--|--------------------------------|---|--|---|--|
| FORM | 14 UNITED | | | | | COMMISSION | N OMB | PPROVAL 3235-0287 | |
| Check t if no lor subject Section | to STATEN | W IENT OF CHA | WNERSHIP OF | Number: Expires: Estimated burden hou | January 31, 2005 average | | | | |
| Form 4 Form 5 obligati- may con <i>See</i> Inst 1(b). | Filed pur ons ntinue. ruction | | Utility Hol | ding Comp | pany Act | nge Act of 1934, of 1935 or Sectio 940 | response | | |
| (Print or Type | - | D * | | | | 5 0 1 () 1 ' | | | |
| | Address of Reporting HEODORE D | Symbo | uer Name an bl H COAL II | | rading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (1 | Middle) 3. Date | e of Earliest T | ransaction | | (Check an applicable) | | | |
| ONE CITYPLACE DRIVE | | | h/Day/Year) 5/2009 | | | X Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| ST. LOUIS | S, MO 63141 | | | | | | More than One R | | |
| (City) | (State) | (Zip) Ta | able I - Non- | Derivative Se | ecurities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | TransactionAcquired (A) or Code Disposed of (D) | | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount (1 | | (Instr. 3 and 4) | | | |
| Reminder: Re | port on a separate line | for each class of se | ecurities bene | - | - | - | | | |
| | | | | informa required | tion cont d to respo | pond to the colle ained in this form ond unless the fo ntly valid OMB co | i are not rm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Price |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof | Expiration Date | Underlying Securities | Derivativ |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | | (Instr. 5) |

number.

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| | Derivative Security | | | | (A) or Dispo of (D) | (Instr. 3, 4, | | | | | |
|------------------|------------------------|------------|------|---|---------------------------|---------------|---------------------|--------------------|-----------------|--|---------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | <u>(1)</u> | 03/16/2009 | А | | 407 | | (2) | (2) | Common Stock | 407 | \$ 13.7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| SANDS THEODORE D ONE CITYPLACE DRIVE ST. LOUIS, MO 63141 | Х | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Gregory A. Billhartz, Attorney-in-Fact | | 03/18 | /2009 | | | | | |

**Signature of Reporting Person Date

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).

Each share of phantom stock represents a right to receive the value in cash of one share of Arch Coal, Inc. common stock. The shares of phantom stock are held by the director through the Arch Coal, Inc. Deferred Compensation Plan for Non-Employee Directors (the

- (1) "Plan"). The shares of phantom stock acquired by the director represent dividends attributable to amounts that the director elected to defer under the Plan into a hypothetical investment in shares of Arch Coal, Inc. common stock.
- (2) Shares of phantom stock are payable in cash following termination of the director's service as a director of Arch Coal, Inc. The director may transfer amounts held in the phantom stock account into an alternative investment account at any time.

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.