Edgar Filing: ALLIANCE RESOURCE PARTNERS LP - Form 4

ALLIANCE RESOURCE PARTNERS LP

Form 4 January 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PEARSON THOMAS L

2. Issuer Name and Ticker or Trading Symbol

ALLIANCE RESOURCE PARTNERS LP [ARLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/26/2005

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

below) Senior VP-Law and Admin

1717 S. BOULDER **AVENUE, SUITE 600**

> (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 Form filed by More than One Reporting

Person

TULSA, OK 74119

(City)

Security

(Instr. 3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned (Instr. 4) (Instr. 4) Following

D

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common

9.971

unit

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	Derivative	Expiration Date ve (Month/Day/Year) es d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom unit	<u>(2)</u>					<u>(1)</u>	(5)	Common unit	8,535	
Phantom unit	<u>(2)</u>	01/26/2005(6)		A	321	<u>(1)</u>	<u>(5)</u>	Common unit	321	<u>(5)</u>
Restricted unit	<u>(2)</u>					<u>(3)</u>	<u>(5)</u>	Common unit	9,000	
Restricted unit	<u>(2)</u>					<u>(4)</u>	<u>(5)</u>	Common unit	6,300	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

PEARSON THOMAS L 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119

Senior VP-Law and Admin

Signatures

Thomas L. Pearson 01/27/2005

**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
- 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.

Reporting Owners 2

(4)

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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
- (6) The transaction was approved by the Managing GP's Compensation Committee on January 26, 2005, effective January 1, 2005.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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