

ALLIANCE RESOURCE PARTNERS LP
Form 4
November 02, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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. 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) (Middle)
1717 S. BOULDER AVENUE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Law and Admin

TULSA, OK 74119
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common unit					19,942 ⁽⁶⁾	D	
Common unit	11/01/2005		M		18,000	A	<u>7</u> 37,942
Common unit	11/01/2005	11/01/2005	F		7,200	D	\$ 42.24 ⁽⁸⁾ 30,742

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 SEC 1474 (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)

Table with columns: 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. Number 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). Rows include Phantom unit, Restricted unit, Restricted unit, and Restricted unit with corresponding dates and amounts.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row includes PEARSON THOMAS L, 1717 S. BOULDER AVENUE, SUITE 600, TULSA, OK 74119, Senior VP-Law and Admin.

Signatures

Thomas L. Pearson 11/02/2005

**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).
(1) 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.

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- (2) 1 for 1
- (3) 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.
- (4) Not applicable
- (5) 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.
- (6) This common unit amount has been adjusted to reflect the completion by the issuer of a two-for-one split of its common units representing limited partner interests effective September 15, 2005.
- (7) On October 25, 2005, the Partnership's Compensation Committee determined that the vesting requirement for the 2003 Long-Term Incentive Plan grants had been satisfied as of September 30, 2005. As a result restricted units were vested on November 1, 2005 based upon the closing price of the common units at October 31, 2005 of \$42.24.
- (8) Upon vesting, restricted units are withheld by the Partnership for payment of tax liability at the vesting price of \$42.24.

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.