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ARCH COAL INC  
Form S-3MEF  
February 16, 2001

As filed with the Securities and Exchange Commission on February 16, 2001  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARCH COAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware	43-0921172
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

CityPlace One, Suite 300  
St. Louis, Missouri 63141  
(314) 994-2700  
(Address, including ZIP code, and telephone number, including area code, of  
registrant's principal executive offices)

Robert G. Jones  
Vice President--Law & General Counsel  
Arch Coal, Inc.  
CityPlace One, Suite 300  
St. Louis, Missouri 63141  
(314) 994-2700  
(Name, address, including ZIP code, and telephone number, including area code,  
of agent for service)

Copies to:

Ronald D. West  
David J. Grecco  
Kirkpatrick & Lockhart LLP  
1500 Oliver Building  
Pittsburgh, Pennsylvania 15222  
(412) 355-6500

Susan Webster  
Cravath, Swaine & Moore  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon  
as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

If any of the securities being registered on this Form are to be offered  
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act  
of 1933, other than securities offered only in connection with dividend or  
interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following  
box and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering.  333-45198

If this Form is a post-effective amendment filed pursuant to Rule 462(c)

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under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

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Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value \$.01 per share.....	1,590,265 shares	\$19.00	\$30,215,035	\$7,554

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- (1) Includes 140,265 shares that the underwriter may purchase to cover over-allotments.
- (2) Based upon the public offering price.

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EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of Common Stock, par value \$.01 per share, of Arch Coal, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the registration statement of the Company (File No. 333-45198), as amended, which was declared effective on February 14, 2001 (the "Earlier Registration Statement"), including the exhibits thereto, are incorporated by reference into this registration statement. The form of prospectus contained in such Earlier Registration Statement will reflect the aggregate amount of securities registered in this Registration Statement and the Earlier Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on February 15, 2001.

Arch Coal, Inc.

/s/ Steven F. Leer

By: \_\_\_\_\_  
Steven F. Leer  
President and Chief Executive  
Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date -----
/s/ Steven F. Leer  Steven F. Leer	President, Chief Executive Officer and Director (Principal Executive Officer)	February 15, 2001
/s/ Robert J. Messey  Robert J. Messey	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 15, 2001
/s/ John W. Lorson  John W. Lorson	Controller and Chief Accounting Officer	February 15, 2001
*  Philip W. Block	Director	
*  James R. Boyd	Director	
*  Thomas L. Feazell	Director	
*  Robert L. Hintz	Director	
*  Douglas H. Hunt	Director	
*  James L. Parker	Director	
*  A. Michael Perry	Director	

Signature -----	Capacity -----	Date -----
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\* Director

\_\_\_\_\_  
Theodore D. Sands

\* Director

\_\_\_\_\_  
Ignacio Dominguez Urquijo

/s/ Robert G. Jones

February 15, 2001

\*By: \_\_\_\_\_  
Attorney-in-Fact

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Exhibit No. -----	Description -----
5.1	Opinion of Robert G. Jones as to the legality of the shares being registered (filed herewith)
23.1	Consent of Robert G. Jones (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
24	Power of Attorney (incorporated by reference from the Registration Statement on Form S-3 (No. 333-45198) filed with the Securities and Exchange Commission September 6, 2000)