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ALLIANCE RESOURCE PARTNERS LP

Form 4

August 24, 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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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

unit

(Print or Type Responses)

1. Name and Address of Reporting Person * WYNNE THOMAS M			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) 1717 S. BOUL AVENUE, SU		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2005	Director 10% Owner Symbol Officer (give title Other (specify below) Director 10% Owner		
TULSA, OK	(Street) 74119		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		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativo	e Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly 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) (A) or Code V Amount (D) Price			d of (D)	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)
Common unit							16,814.4823	D	
Common unit	08/23/2005		S	2,609	D	\$ 91.9	14,205.4823	D	
Common	08/23/2005		S	891	D	\$ 91 906	13,314.4823	D	

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

91.906

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom uni	<u>(2)</u>					<u>(1)</u>	(5)	Common unit	580
Restricted unit	<u>(2)</u>					(3)	(5)	Common unit	6,500
Restricted unit	<u>(2)</u>					<u>(4)</u>	<u>(5)</u>	Common unit	4,350
Restricted unit	<u>(2)</u>					<u>(6)</u>	(5)	Common unit	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where I take of Francess	Director	10% Owner	Officer	Other			
WYNNE THOMAS M 1717 S. BOULDER AVENUE SUITE 600			Vice President of Operations				

Signatures

TULSA, OK 74119

08/24/2005		
06/24/2003		
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).

Reporting Owners 2

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- 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.