

ALLIANCE RESOURCE PARTNERS LP

Form 4

November 02, 2005

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRAFT JOSEPH W III

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)  
President and Chief Executive

TULSA, OK 74119

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Unit                        |                                         |                                                             |                                      |                                                                     | 288,000                                                                                                            | (10)                                                                 | D                                                                 |
| Common<br>Unit                        | 11/01/2005                              |                                                             | M                                    |                                                                     | 90,000                                                                                                             | A                                                                    | (11) 378,000                                                      |
| Common<br>Unit                        | 11/01/2005                              |                                                             | F                                    |                                                                     | 37,800                                                                                                             | D                                                                    | \$ 42.24 (12) 340,200                                             |
| Common<br>Unit                        | 11/02/2005                              |                                                             | G                                    |                                                                     | 9,500                                                                                                              | D                                                                    | \$ 0 330,700                                                      |
|                                       |                                         |                                                             |                                      |                                                                     | 2,000                                                                                                              | (10)                                                                 | I By sons                                                         |

# Edgar Filing: ALLIANCE RESOURCE PARTNERS LP - Form 4

Common  
Unit

Common  
Unit

2,465,560  
(10) I

See  
footnote  
(5)

Common  
Unit

19,522 (10) I

See  
footnote  
(6)

Common  
Unit

220,484 (10) I

See  
footnote  
(7)

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 required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Am<br>Nun<br>Sha |
| Phantom unit                                        | (2)                                                                |                                         |                                                             |                                      |                                                                                                              | (1)                                                            | (4)                | Common unit                                                         | 38               |
| Restricted<br>unit                                  | (11)                                                               | 11/01/2005                              |                                                             | M                                    | 90,000<br>(11)                                                                                               | 11/01/2005                                                     | (4)                | Common unit                                                         | 90               |
| Restricted<br>unit                                  | (2)                                                                |                                         |                                                             |                                      |                                                                                                              | (3)                                                            | (4)                | Common unit                                                         | 56               |
| Restricted<br>unit                                  | (2)                                                                |                                         |                                                             |                                      |                                                                                                              | (9)                                                            | (4)                | Common unit                                                         | 30               |
| Subordinated<br>units                               | (2)                                                                |                                         |                                                             |                                      |                                                                                                              | (8)                                                            | (4)                | Subordinated<br>units                                               | 12               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: ALLIANCE RESOURCE PARTNERS LP - Form 4

Director    10% Owner    Officer

Other

CRAFT JOSEPH W III

1717 S. BOULDER AVENUE

SUITE 600

TULSA, OK 74119

X

X

President and Chief Executive

## Signatures

Joseph W. Craft

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.

(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 Compensation Committee.

(4) Not applicable

(5) The reporting person indirectly holds 2,465,560 Common Units of ARLP through ARH-II, of which he is the sole director and majority shareholder. ARH-II holds all of the outstanding shares of Alliance Resource Holdings, Inc. ("ARH"). ARH, in turn holds all of the outstanding shares of Alliance Resource GP, LLC ("SGP"). The SGP directly holds 2,465,560 Common Units of ARLP as well as other assets. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(6) Following the reported transaction the reporting person indirectly holds 19,522 Common Units of ARLP through Alliance Management Holdings, LLC ("AMH") of which he is the sole director. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(7) Following the reported transaction the reporting person indirectly holds 220,484 Common Units of ARLP through AMH-II, LLC ("AMH-II"). The reporting person is the majority member of AMH-II and sole director. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(8) The reporting person indirectly holds 12,845,062 Subordinated Units of ARLP through ARH-II, of which he is the sole director and majority shareholder. ARH-II holds all of the outstanding shares of ARH. ARH, in turn holds all of the outstanding shares of SGP. The SGP directly holds 12,845,062 Subordinated Units of ARLP as well as other assets. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. The Subordinated Units will convert into Common Units if the issuer meets certain financial tests described in the Agreement of Limited Partnership of the Issuer. If these tests are met, one-half of the Subordinated Units will automatically convert into Common Units no earlier than September 30, 2003. The balance would be eligible for conversion no earlier than September 30, 2004.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

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