

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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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)
Common unit					19,942 ⁽⁶⁾	D	
Common unit	11/01/2005		M	18,000 A	<u>17</u> 37,942	D	
Common unit	11/01/2005	11/01/2005	F	7,200 D	\$ 42.24 ⁽⁸⁾ 30,742	D	

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

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SEC 1474 (9-02)

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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.