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ALLIANCE RESOURCE PARTNERS LP

Form 4

November 03, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

unit

11/02/2004

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBINSON JOHN H			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. BOUI AVENUE, SU		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2004	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) TULSA, OK 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) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	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 (3)	11/02/2004		M	7,000	A	<u>(3)</u>	7,000	D	
Common unit (3)	11/02/2004		F	2,800	D	\$ 59.19 <u>(7)</u>	4,200	D	
Common	11/02/2004		C	4.200	Ъ	\$	0	D	

4,200

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

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

0

58.01

D

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Phantom unit	<u>(2)</u>						<u>(1)</u>	<u>(6)</u>	Common unit	6,434						
Restricted unit	<u>(3)</u>	11/02/2004		M		7,000	11/02/2004	<u>(6)</u>	Common unit	7,000						
Restricted unit	<u>(2)</u>						<u>(4)</u>	<u>(6)</u>	Common unit	2,500						
Restricted unit	<u>(2)</u>						(5)	<u>(6)</u>	Common unit	1,725						

Reporting Owners

Reporting Owner Name / Address	Relationships						
- G	Director	10% Owner	Officer	Other			
ROBINSON JOHN H 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119	X						

Signatures

John H.
Robinson

**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)

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
 - The Restricted units have vested according to the provisions described in the Agreement of Limited Partnership of the Issuer on
- (3) November 2, 2004 and upon vesting the restricted units were paid on a 1 for 1 basis of common units based upon the market value of the common units (\$59.19) on the date of vesting.
- (4) 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.
- (5) 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.
- (6) Not applicable
- (7) Upon vesting, restricted units are withheld by the Partnership for payment of tax liablity at the vesting price of \$59.19.

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.