

ALLIANCE RESOURCE PARTNERS LP

Form 4

February 16, 2010

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 *
SACHSE ROBERT G

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 400**
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common unit	02/12/2010		M		5,800	A	(4) 24,013
Common unit	02/12/2010		F		1,917	D	\$ 38.17 22,096 (5)

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted unit	(4)	02/12/2010		M		5,800		02/12/2010	(3)	Common unit	5,800
Phantom unit	(1)	02/12/2010		A		60		(2)	(3)	Common unit	60

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SACHSE ROBERT G 1717 S. BOULDER AVENUE SUITE 400 TULSA, OK 74119	Executive Vice President

Signatures

/s/ Robert G. Sachse by Mindy Kerber, pursuant to power of attorney dated July 27, 2006 02/16/2010

__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) 1 for 1
 (2) The Phantom units are to be settled in cash upon the reporting person's death or termination.
 (3) Not applicable

- On January 26, 2010 the Partnership's Compensation Committee determined that the vesting requirement for the 2007 Long-Term Incentive Plan grants had been satisfied. As a result restricted units were determined to be vested effective January 1, 2010 and subsequently issued on February 12, 2010 based upon the closing price of the common units at February 8, 2010 of \$38.17.
 (5) Upon vesting, restricted units are withheld by the Partnership for the payment of tax liability at the vesting price of \$38.17.

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.