

ALLIANCE RESOURCE PARTNERS LP

Form 4

February 19, 2013

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSHALL CARY P**

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)  
**02/14/2013**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
VP Corporate Finance

**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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>unit                        | 02/15/2013                              |                                                             | M                                       | 3,121                                                                      | A (4)                                                                                                              | 16,046                                                               | D                                                                 |
| Common<br>unit                        | 02/15/2013                              |                                                             | F                                       | 1,081                                                                      | D                                                                                                                  | \$<br>63.2<br>(5)                                                    | 14,965<br>D                                                       |

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

**Persons who respond to the collection of  
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SEC 1474  
(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 |
| Phantom unit                               | (2)                                                    | 02/14/2013                           |                                                    | A                              |                                                                                         | 128                                                      |     | (1)                                                           | (3)             | Common unit                                                   | 128                        |
| Restricted units                           | (4)                                                    | 02/15/2013                           |                                                    | M                              |                                                                                         | 3,121                                                    |     | 02/15/2013                                                    | (3)             | Common units                                                  | 3,121                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| MARSHALL CARY P<br>1717 S. BOULDER AVENUE<br>SUITE 400<br>TULSA, OK 74119 | VP Corporate Finance             |

## Signatures

/s/ Cary P. Marshall by Mindy Kerber, pursuant to power of attorney dated February 2, 2007 02/19/2013

\*\*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 ARLP common units upon the reporting person's death or termination.

(2) 1 for 1

(3) Not applicable

(4) On January 23, 2013, our Compensation Committee determined that the vesting requirements for the 2010 Long-Term Incentive Plan grants had been satisfied. As a result restricted units were determined to be vested effective January 1, 2013 and subsequently issued on February 15, 2013 based upon an ARLP unit price of \$63.20.

(5) Upon vesting, restricted units are withheld by the Partnership for the payment of tax liability at the vesting price of \$63.20.

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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