

SANDS THEODORE D  
 Form 5  
 February 14, 2005

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**SANDS THEODORE D**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**ARCH COAL INC [ACI]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**ONE CITYPLACE DRIVE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**ST. LOUIS, MO 63141**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
---------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	---------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------	----------------------------------------------------------	-----------------------------------

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 2270 (9-02)

**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	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	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)
--------------------------------------------	-----------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	---------------------------------------------------------------

Edgar Filing: SANDS THEODORE D - Form 5

Security		Date	of (D) (Instr. 3, 4, and 5)	Date		Expiration Date	Title	Amount or Number of Shares		
				(A)	(D)					
Phantom Stock	Â	12/31/2004 <sup>(2)</sup>	Â	A	3,512	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	3,512

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDS THEODORE D ONE CITYPLACE DRIVE ST. LOUIS, MO 63141	Â X	Â	Â	Â

## Signatures

/s/ Janet L. Horgan,  
Attorney-in-Fact

02/14/2005

\_\_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) 1-for-1
- (2) Acquired on various dates in 2004 pursuant to Arch Coal, Inc.'s Director Compensation Plan.
- (3) Payable in cash upon termination of the Reporting Person's service on Arch Coal's Board.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.