

ALLIANCE RESOURCE PARTNERS LP

Form 4

February 15, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CANTRELL BRIAN 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)
02/14/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior VP and CFO

TULSA, OK 74119

(City) (State) (Zip)

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

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 | | | | (A) or (D) Code V Amount (D) Price | 4,000 | D | |

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 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: ALLIANCE RESOURCE PARTNERS LP - Form 4

| 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. Price of Derivative Security (Instr. 5) | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|---|-------------------------------------|------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom unit | <u>(1)</u> | | | | | | | <u>(4)</u> | <u>(3)</u> | Common Unit | 359 | |
| Phantom unit | <u>(1)</u> | 02/14/2006 | | A | | 6 | | <u>(4)</u> | <u>(3)</u> | Common Unit | 6 | <u>(3)</u> |
| Restricted unit | <u>(1)</u> | | | | | | | <u>(2)</u> | <u>(3)</u> | Common Unit | 10,000 | |
| Restricted unit | <u>(1)</u> | | | | | | | <u>(5)</u> | <u>(3)</u> | Common Unit | 5,350 | |
| Restricted unit | <u>(1)</u> | | | | | | | <u>(6)</u> | <u>(3)</u> | Common Unit | 4,300 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CANTRELL BRIAN L 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119 | | | Senior VP and CFO | |

Signatures

/s/ Brian Cantrell by Megan Cordle, pursuant to power of attorney dated October 22, 2003

02/15/2006

__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 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 ARLP common units.

(3) Not applicable

Edgar Filing: ALLIANCE RESOURCE PARTNERS LP - Form 4

- (4) 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.
- (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 ARLP common units.
- (6) The Restricted units will vest on January 1, 2009 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in ARLP units.

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.