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ARCH COAL INC
Form S-3MEF
February 16, 2001

As filed with the Securities and Exchange Commission on February 16, 2001
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARCH COAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

43-0921172
(I.R.S. Employer Identification
No.)

CityPlace One, Suite 300
St. Louis, Missouri 63141
(314) 994-2700
(Address, including ZIP code, and telephone number, including area code, of
registrant's principal executive offices)

Robert G. Jones
Vice President--Law & General Counsel
Arch Coal, Inc.
CityPlace One, Suite 300
St. Louis, Missouri 63141
(314) 994-2700
(Name, address, including ZIP code, and telephone number, including area code,
of agent for service)

Copies to:

Ronald D. West
David J. Grecco
Kirkpatrick & Lockhart LLP
1500 Oliver Building
Pittsburgh, Pennsylvania 15222
(412) 355-6500

Susan Webster
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon
as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. 333-45198

If this Form is a post-effective amendment filed pursuant to Rule 462(c)

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under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value \$.01 per share.....	1,590,265 shares	\$19.00	\$30,215,035	\$7,554

- (1) Includes 140,265 shares that the underwriter may purchase to cover over-allotments.
 (2) Based upon the public offering price.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of Common Stock, par value \$.01 per share, of Arch Coal, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"). Pursuant to Rule 462(b), the contents of the registration statement of the Company (File No. 333-45198), as amended, which was declared effective on February 14, 2001 (the "Earlier Registration Statement"), including the exhibits thereto, are incorporated by reference into this registration statement. The form of prospectus contained in such Earlier Registration Statement will reflect the aggregate amount of securities registered in this Registration Statement and the Earlier Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on February 15, 2001.

Arch Coal, Inc.

/s/ Steven F. Leer

By: _____
 Steven F. Leer
 President and Chief Executive
 Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date -----
/s/ Steven F. Leer Steven F. Leer	President, Chief Executive Officer and Director (Principal Executive Officer)	February 15, 2001
/s/ Robert J. Messey Robert J. Messey	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 15, 2001
/s/ John W. Lorson John W. Lorson	Controller and Chief Accounting Officer	February 15, 2001
* Philip W. Block	Director	
* James R. Boyd	Director	
* Thomas L. Feazell	Director	
* Robert L. Hintz	Director	
* Douglas H. Hunt	Director	
* James L. Parker	Director	
* A. Michael Perry	Director	

Signature -----	Capacity -----	Date -----
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* Director

Theodore D. Sands

* Director

Ignacio Dominguez Urquijo

/s/ Robert G. Jones

February 15, 2001

*By: _____
Attorney-in-Fact

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Exhibit No. -----	Description -----
5.1	Opinion of Robert G. Jones as to the legality of the shares being registered (filed herewith)
23.1	Consent of Robert G. Jones (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
24	Power of Attorney (incorporated by reference from the Registration Statement on Form S-3 (No. 333-45198) filed with the Securities and Exchange Commission September 6, 2000)