

ALLIANCE RESOURCE PARTNERS LP

Form 4

November 03, 2004

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 *
WESLEY CHARLES R

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)
11/02/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior VP-Operations

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 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)	20,000	D	
Common unit ⁽³⁾	11/02/2004		M	28,000 A ⁽³⁾	48,000	D	
Common unit ⁽³⁾	11/02/2004		F	11,200 D ⁽⁷⁾	\$ 59.19 36,800	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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)							(1)	(6)	Common Unit	8,078
Restricted unit	(3)	11/02/2004		M		28,000		11/02/2004	(6)	Common unit	28,000
Restricted unit	(2)							(4)	(6)	Common unit	14,000
Restricted unit	(2)							(5)	(6)	Common unit	10,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WESLEY CHARLES R 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119	Senior VP-Operations

Signatures

Charles R.
Wesley III 11/03/2004

__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 either cash or ARLP common units, at the election of the Compensation Committee, upon the reporting person's death or termination.

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(2) 1 for 1

The Restricted units have vested according to the provisions described in the Agreement of Limited Partnership of the Issuer on

(3) November 2, 2004 and upon vesting the restricted units were paid on a 1 for 1 basis of common units based upon the market value of the common units (\$59.19) on the date of vesting.

(4) The Restricted units will vest on September 30, 2005 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.

(5) 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 either cash or ARLP common units, at the election of the Compensation Committee.

(6) Not applicable

(7) Upon vesting, restricted units are withheld by the Partnership for payment of tax liability at the vesting price of \$59.19.

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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