

ALLIANCE RESOURCE PARTNERS LP

Form 4

February 17, 2009

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

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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)
02/12/2009

____ 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 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 Ownership (Instr. 4)
Common Unit	02/12/2009		M	3,275 A	(3) 6,564	D	
Common Unit	02/12/2009		F	1,189 D	\$ 32.42 (2) 5,375	D	

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

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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
Restricted unit	(3)	02/12/2009		M		3,275		02/12/2009	(1)	Common unit	3,275
Phantom unit	(4)	02/13/2009		A		117		(5)	(1)	Common unit	117

Reporting Owners

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

Signatures

/s/ Cary P. Marshall by Mindy Kerber, pursuant to power of attorney dated February 2, 2007 02/17/2009

**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) Not applicable

(2) Upon vesting, restricted units are withheld by the Partnership for the payment of tax liability at the vesting price of \$32.42.

On January 27, 2009, the Partnership's Compensation Committee determined that the vesting requirement for the 2006 Long-Term Incentive Plan grants had been satisfied. As a result restricted units were determined to be vested effective January 1, 2009 and subsequently issued on February 12, 2009 based upon the closing price of the common units at February 10, 2009 of \$32.42.

(4) 1 for 1

(5) The Phantom units are to be settled in cash upon the reporting person's death or termination.

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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