

ALLIANCE RESOURCE PARTNERS LP  
 Form 4  
 February 15, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SACHSE ROBERT G**

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)  
 02/11/2011

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Executive Vice President

TULSA, OK 74119  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common unit                     | 02/11/2011                           |  | M                              |   | 5,800   | A  | (4) 26,096                        |
| Common unit                     | 02/11/2011                           |  | F                              |   | 1,879   | D  | (5) \$ 72.14 24,217               |

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.**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted unit                            | (4)  | 02/11/2011                           |  | M                              | 5,800   | 02/11/2011 (3)   | Common unit   | 5,800                         |
| Phantom unit                               | (1)  | 02/14/2011                           |  | A                              | 47  | (2) (3)  | Common unit   | 47                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| SACHSE ROBERT G<br>1717 S. BOULDER AVENUE<br>SUITE 400<br>TULSA, OK 74119 |               |           | Executive Vice President |       |

## Signatures

/s/ Robert G. Sachse by Mindy Kerber, pursuant to power of attorney dated July 27, 2006 02/15/2011

\*\*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 Phantom units are to be settled in cash upon the reporting person's death or termination.
- (3) Not applicable

- On January 25, 2011 the Partnership's Compensation Committee determined that the vesting requirement for the 2008 Long-Term Incentive Plan grants had been satisfied. As a result restricted units were determined to be vested effective January 1, 2011 and subsequently issued on February 11, 2011 based upon the closing price of the common units at February 8, 2011 of \$72.14.
- (5) Upon vesting, restricted units are withheld by the Partnership for the payment of tax liability at the vesting price of \$72.14.

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.