

ALLIANCE RESOURCE PARTNERS LP
Form 4/A
June 20, 2006

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 *
CRAFT JOSEPH W III

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)
05/15/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

TULSA, OK 74119

4. If Amendment, Date Original Filed(Month/Day/Year)
05/16/2006

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 Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Units ⁽¹⁾	05/15/2006		J	2,465,560 D	\$ 0 0	I	By Alliance Resouce GP, LLC ^{(2) (3) (4)}
Common Units ⁽¹⁾	05/15/2006		J	19,522 D	\$ 0 0	I	By Alliance Management Holdings, LLC ^{(2) (3)}
Common Units ⁽¹⁾	05/15/2006		J	220,484 D	\$ 0 0	I	By AMH II, LLC ^{(2) (3)}
Common	05/15/2006		J	15,550,628 A	\$ 0 15,550,628	I	By Alliance

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).

This amended and restated Form 4 is being filed to correct and clarify the disclosure regarding the reporting person's interest in Alliance Resource Partners, L.P.'s ("ARLP" or the "Issuer") securities as of May 15, 2006. The initial Form 4, filed May 16, 2006, inadvertently omitted the disclosure of the contribution to Alliance Holdings GP, L.P. ("AHGP") of 15,550,628 Common Units of ARLP by the Alliance Resource GP, LLC ("SGP"), Alliance Management Holdings, LLC ("AMH") and AMH II, LLC ("AMH II") that occurred on May 15, 2006 in connection with the initial public offering of common units of AHGP, as more fully disclosed in the footnotes above.

(1) On May 15, 2006, in accordance with the terms of a certain Amended and Restated Contribution Agreement, dated as of April 14, 2006, by and among AHGP, Alliance GP, LLC, SGP, AMH, AMH II, and ARM GP Holdings, Inc. (the "Contribution Agreement"), effective upon the closing of AHGP's initial public offering of its common units ("AHGP Common Units"), the SGP, AMH and AMH II contributed an aggregate of 15,550,628 Common Units of ARLP to AHGP in exchange for AHGP Common Units. (Continued in footnote (3)).

(2) The reporting person, Joseph W. Craft III ("Craft"), was the indirect holder of all of the 15,310,622 Common Units of ARLP contributed by the SGP, the 19,522 Common Units of ARLP contributed by AMH, and the 220,484 Common Units of ARLP contributed by AMH II (though in previous Form 4 and Form 5 beneficial ownership reports, he disclaimed beneficial ownership of such Common Units of ARLP except to the extent of his pecuniary interests therein).

(3) Of the 15,310,628 Common Units of ARLP contributed to AHGP by the SGP (as described in footnotes 2 and 3), 12,845,062 of such Common Units of ARLP were previously reported in Craft's Form 4 and Form 5 beneficial ownership reports as Subordinated Units of ARLP. Prior to such contribution, those 12,845,062 Subordinated Units automatically converted, on a one-for-one basis, into Common Units of ARLP, in accordance with the terms of the Limited Partnership Agreement of ARLP.

(4) As described in footnotes 2 and 3 above, AHGP received an aggregate of 15,550,628 Common Units of ARLP as contributions from the SGP, AMH and AMH II in accordance with the terms of the Contribution Agreement. Craft is a director, and through his ownership of C-Holdings, LLC, the sole owner of, Alliance GP, LLC, the general partner of AHGP, and holds, directly or indirectly, a majority of the outstanding AHGP Common Units. AHGP owns 42.7% of the Common Units of ARLP. Craft disclaims beneficial ownership of the Common Units of ARLP held by AHGP except to the extent of his pecuniary interests therein.

(5) On May 15, 2006, Craft acquired 449 Phantom Units. The Phantom units are to be settled in either cash or common units of ARLP (on a one-for-one basis), at the election of the Compensation Committee, upon Crafts's death or termination.

(6) Craft acquired beneficial ownership of 2000 units on June 13, 2002 due to the purchase of ARLP units by his sons. Craft no longer has a reportable beneficial interest in 1000 of the original 2000 units owned by one of his sons and included in Crafts prior ownership reports.

(7) Not applicable

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.