

ALLIANCE RESOURCE PARTNERS LP  
 Form 4  
 March 07, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**RATHBURN GARY J**

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)  
**03/04/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP-Marketing**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common unit					8,400	D	
Common unit	03/04/2005		S	200 D \$ 80	8,200	D	
Common unit	03/07/2005		S	976 D \$ 80	7,224	D	
Common unit	03/07/2005		S	225 D \$ 80.765	6,999	D	
Common unit	03/07/2005		S	100 D \$ 80.48	6,899	D	

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Common unit	03/07/2005	S	100	D	\$ 80.59	6,799	D	
Common unit	03/07/2005	S	100	D	\$ 80.43	6,699	D	
Common unit	03/07/2005	S	99	D	\$ 80.02	6,600	D	
Common unit	03/07/2005	S	100	D	\$ 80.6	6,500	D	
Common unit	03/07/2005	S	100	D	\$ 80.46	6,400	D	
Common unit						2,800	I	By daughter

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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(9-02)

**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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Phantom unit	(2)					(1)	(5)	Common unit	6,871
Restricted unit	(2)					(3)	(5)	Common unit	9,250
Restricted unit	(2)					(4)	(5)	Common unit	6,400
Restricted unit	(2)					(6)	(5)	Common unit	3,400

