

ALLIANCE RESOURCE PARTNERS LP
 Form 4
 October 02, 2008

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 *
 Torrence Wilson M

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 SOUTH BOULDER, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2008

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

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 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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom unit	(3)	10/01/2008	A	378	(1)	(2)	Common unit	378 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torrence Wilson M 1717 SOUTH BOULDER, SUITE 400 TULSA, OK 74119		X		

Signatures

/s/ Wilson M. Torrence by Mindy Kerber, pursuant to power of attorney dated January 15, 2007 10/02/2008

__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 cash upon the reporting person's death or termination.
- (2) Not applicable
- (3) 1 for 1

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. bsp; 159

Total liabilities - 159

Net assets available for benefits \$ 655,704 \$ 606,450

The accompanying notes are an integral part of these financial statements.

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Avon Personal Savings Account Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2004

(in thousands of dollars)

Additions to net assets attributable to

Investment income

Net appreciation in fair value of investments (Note 3)	\$ 61,927
Dividends	7,725
Interest	6,028

Total investment income	75,680
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Contributions

Participant	30,803
Rollovers	4,336
Employer	14,430

Total contributions	49,569
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Total additions	125,249
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Deductions from net assets attributable to

Benefits paid to participants	74,715
Administrative expenses	1,280

Total deductions	75,995
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Net increase	49,254
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Net assets available for benefits

Beginning of year	606,450
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Explanation of Responses:

End of year

 \$ 655,704

The accompanying notes are an integral part of these financial statements.

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Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

1. Summary of Plan

The following description of the Avon Personal Savings Account Plan (the "Plan") provides only general information. Participants in the Plan should refer to the Plan document for more complete information. Avon Products, Inc. ("Avon" or the "Company") is the administrator of the Plan (the "Plan Administrator").

General

The Plan is a defined contribution plan covering all full-time employees of the Company from their date of hire and all part-time employees once they have completed one year of service. The Plan was amended on December 17, 2001 to comply with the Uniformed Services Employment and Reemployment Rights Act of 1994, the Small Business Job Protection Act of 1996, the Taxpayer Relief Act of 1997, and the Community Renewal Tax Relief Act of 2000. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was amended on December 28, 2002, to comply with and make changes permitted by the Economic Growth and Relief Act of 2001 ("EGTRRA").

Contributions

Participants may contribute into the Plan from one percent to twenty five percent of qualified compensation as defined by the Plan. A participant can contribute on a before-tax basis, an after-tax basis, or a combination thereof.

In 2004, Avon matched contributions at a rate of \$1.00 for every \$1.00 of participant contributions up to the first three percent of eligible compensation, and \$.50 for each \$1.00 contributed from four percent to six percent of eligible compensation. These matching contributions are made in cash, which is then used to purchase shares of Avon common stock in the open market. During 2005, Avon has temporarily suspended the Company match.

Participants can diversify their employer contributions into other funds based on the following schedule:

Less than 3 years of participation	0%
3 or more years of participation	50%
Attained age 55, with 10 years of service	
at the Company	100%

In accordance with the provisions of Section 415 of the Internal Revenue Code (the "Code") the annual additions (generally employer and participant contributions) to a participant's account may not exceed the applicable limitations of: (a) the lesser of \$41,000 in 2004 and \$40,000 in 2003 or (b) 100% of a participant's compensation. In addition, the amount a participant can contribute on a before-tax basis was limited to \$13,000 in 2004 and \$12,000 in 2003.

Eligible participants age 50 or over are allowed to make additional catch-up contributions, so long as they have met the annual contribution limit. In 2004, an additional \$3,000 could be contributed on a pre-tax basis once the annual limit was reached for a total pre-tax contribution of \$16,000. In 2003, an additional \$2,000 could have been contributed on a pre-tax basis once the annual limit was reached for a total pre-tax contribution of \$14,000.

Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

Rollover contributions are assets transferred to the Plan by participants who receive distributions from other qualified plans (i.e., tax-qualified rollovers, pension, profit-sharing or savings plan).

These contributions are accepted subject to the consent of Avon, the administrator of the Plan (the "Plan Administrator"). Any such rollovers will become part of the participant's account but will not be entitled to any employer matching contribution.

Participant Accounts

Each participant's account is credited with the participant's contribution and receives an allocation of: (a) the Company's contribution; (b) Plan earnings; and (c) an allocation of administrative expenses. Allocations are based on participant earnings on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments

Each participant may direct the investment of all their contributions to any one of the following funds or a combination thereof (in multiples of one percent):

JPMorgan Fleming Stable Value Fund

This fund seeks to protect principal invested from market fluctuations and produce relatively predictable returns that should typically exceed money market funds. The fund invests in a diversified portfolio of high quality, intermediate maturity fixed income investments as well as "benefit responsive" contracts that provide for principal and return stability.

American Century Growth Fund

This domestic equity growth fund seeks long-term growth by investing in larger companies with market capitalization in excess of \$5 billion.

Northern Trust S&P 500 Index

This fund seeks capital appreciation. The fund invests in a sample of the securities found in the S&P 500 index and attempts to match the risk and return characteristics of the S&P 500 Index as closely as possible.

RS Diversified Growth Fund

This fund seeks long-term capital growth by investing primarily in small capitalization growth companies with capitalization of \$1.5 billion or less and may also invest in securities of larger companies. RS Diversified Growth Fund invests in a broadly diversified mix of industry sectors and companies.

T. Rowe Price Equity Income Fund

This fund seeks to provide substantial dividend income and long-term capital appreciation through investments in common stock of established companies.

T. Rowe Price Mid-Cap Fund

This fund seeks to provide long-term capital appreciation by investing in mid-cap stocks with the potential for above-average earnings growth.

Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

Fidelity Freedom Income Fund

This fund seeks high current income and, as a secondary objective, capital appreciation. The fund invests in a combination of Fidelity equity, fixed-income and money market funds.

Fidelity Freedom 2010 Fund

This fund seeks high total return and is targeted to investors expected to retire around the year 2010. The fund invests in a combination of Fidelity equity, fixed-income and money market funds and allocates the assets among these funds according to an asset allocation strategy. As the fund meets its target date of 2010, it continues to become more conservative, until the asset mix is approximately the same as the Fidelity Freedom Income Fund. Ultimately, the funds will merge.

Fidelity Freedom 2020 Fund

This fund seeks high total return and is targeted to investors expected to retire around the year 2020. The fund invests in a combination of Fidelity equity, fixed-income and money market funds and allocates the assets among these funds according to an asset allocation strategy. As the fund meets its target date of 2020, it continues to become more conservative, until the asset mix is approximately the same as the Fidelity Freedom Income Fund. Ultimately, the funds will merge.

Fidelity Freedom 2030 Fund

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This fund seeks high total return and is targeted to investors expected to retire around the year 2030. The fund invests in a combination of Fidelity equity, fixed-income and money market funds and allocates the assets among these funds according to an asset allocation strategy. As the fund meets its target date of 2030, it continues to become more conservative, until the asset mix is approximately the same as the Fidelity Freedom Income Fund. Ultimately, the funds will merge.

Fidelity Freedom 2040 Fund

This fund seeks high total return and is targeted to investors expected to retire around the year 2040. The fund invests in a combination of Fidelity equity, fixed-income and money market funds and allocates the assets among these funds according to an asset allocation strategy. As the fund meets its target date of 2040, it continues to become more conservative, until the asset mix is approximately the same as the Fidelity Freedom Income Fund. Ultimately, the funds will merge.

American Century Ultra® Fund

This domestic equity growth fund seeks long-term capital growth by investing in common stocks of companies with accelerating earnings and revenue growth. The fund generally invests in large companies with capitalization in excess of \$5 billion.

Royce Total Return Fund

This fund seeks both long-term growth of capital and current income. The fund invests primarily in a diversified portfolio of dividend-paying securities issued by small- and micro-cap companies. Normally, the fund will invest at least 65% of its assets in common stocks and convertible securities.

Tweedy, Browne Global Value Fund

This fund seeks long-term growth of capital by investing throughout the world in a diversified portfolio consisting primarily of non-U.S. marketable equity securities, although investments in U.S. securities are permitted and will be made when opportunities in the U.S. appear more attractive. Investments are focused in developed markets, and where practicable, foreign currency exposure is hedged back into U.S. dollars.

Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

Avon Stock Fund

This fund is invested in common stock of Avon. This fund is comprised of employee and employer contributions. This fund was created effective February 20, 2004 when the Avon Common Stock Fund, which held employee contributions, and the Avon ESOP Account, which held employee matching contributions and net assets from the former Avon Stock Grant Account, were combined.

PIMCO Total Return Fund

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This fund invests primarily in debt securities, including U.S. government securities, corporate bonds and mortgage-related securities, and foreign securities. The fund's focus is on preservation of capital with minimum risk.

Columbia Acorn International Fund

This fund seeks to provide long-term growth of principal by investing in a well-diversified portfolio of small and medium sized companies. The fund generally invests in the stocks of companies around the globe with capitalizations of less than \$2 billion, favoring reasonably priced stocks, with strong earnings growth prospects.

Fidelity Diversified International Fund

This fund seeks capital growth by investing primarily in equity securities of companies located outside the U.S. The fund invests across countries and regions considering the size of the market in each country and region relative to the size of the international market as a whole.

Neuberger & Berman Socially Responsive Trust

This fund invests in common stocks issued by companies that the fund's management considers to be undervalued (in terms of assets and earnings power), but display leadership in areas of social impact such as environment, workplace diversity and corporate citizenship. Pending investment or distribution, any portion of the investment funds may be held in cash, short-term obligations of the United States Government or other types of short-term investments, including commercial paper. In addition, all or any part of the funds may be held in a pooled fund maintained by the JPMorgan Chase Bank (Trustee), together with the assets of other trusts established under deferred compensation plans qualified under Section 401(a) of the Internal Revenue Code (Code).

Vesting

Participants are immediately 100% vested in participant and Company matching contributions.

Payment of Benefits

Upon termination, participants receive their account balances as soon as practicable after termination. Terminated participants who have an account balance in excess of \$5,000 may elect to leave account balances in the Plan and withdraw it at any time up to age 65. As of March 28, 2005, the Plan has been amended to reduce the minimum account balance which allows participants to retain their accounts in the Plan from greater than \$5,000 to greater than \$1,000. A ten percent tax is imposed by the Code on a participant for certain withdrawals made before the Plan participant reaches 59-1/2.

Participant Loans

The Plan provides that participants may apply for a loan collateralized by their account. To be eligible, a participant may not have another loan outstanding from their account. The maximum amount of any loan to an individual is the lesser: (a) of \$50,000 reduced by the highest outstanding

Avon Personal Savings Account Plan Notes to Financial Statements

December 31, 2004 and 2003

loan balance in the last 12 months; (b) or one half of the current value of the vested balance of the participant's account in the Plan. The minimum loan amount is \$1,000. Interest is charged at one percent above prime rate. Once determined, the interest rate is fixed for the duration of the loan.

Repayment periods generally range from one to five years, with a ten-year maximum repayment period for loans used in connection with the purchase of a principal residence. Loan repayments are made through payroll deductions with principal and interest being credited to the participants' accounts. Repayment of the entire balance is permitted at any time.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements are prepared using the accrual basis of accounting.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, changes therein, and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan offers a number of investment options including the Company common stock and a variety of pooled investment funds, some of which are registered investment companies. The investment funds include U.S. equities, international equities, and fixed income securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonable to expect that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across all participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Avon Company Stock Fund, which invests in the common stock of Avon Products, Inc.

Valuation of Investments

Investments in Avon common stock are valued at quoted market prices. Investments in mutual funds are valued at quoted market prices, which represent the net asset value as calculated by the investment managers. Common/collective trusts are stated at fair value based on net asset value on the last day of the Plan year. Participant loans are valued at cost, which approximates fair value. The net depreciation or appreciation in the fair value of investments consists of the net realized gains and losses on the disposal of investments and the unrealized appreciation/depreciation of the market value for the investments remaining in the Plan in 2004.

Purchases and sales of securities are recorded on trade date and gains or losses on disposition are based on average cost. Dividend income is recorded on the ex-dividend date. Interest is recorded when earned.

Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

Benefit Payments

Benefit payments are recorded when paid.

Administrative Costs

Administrative expenses, including Trustee recordkeeping expenses and audit fees, are paid by the Plan. Certain other administrative fees are paid by Avon. Each fund bears its own applicable expenses for investment management fees.

3. Investments

The following investments represent five percent or more of the Plan's net assets at December 31, 2004 and 2003:

<i>(in thousands of dollars)</i>	2004	2003
Common stock of Avon Products, Inc.		
Participant-directed	\$ 94,137	\$ 89,063
Non participant-directed	186,749	176,804
JPMorgan Fleming Stable Value Fund	120,424	121,567
Northern S&P 500 Fund	64,553	60,265
American Century Growth Fund	51,092	49,302
Columbia Acorn International Fund	32,863	-

During the years ended December 31, 2004, the Plan's investments (including investments bought, sold, and held closing the year) appreciated in value as follows:

<i>(in thousands of dollars)</i>	2004
Mutual funds	\$ 16,229
Common stock of Avon	39,380
Common/collective trusts	6,318
	<hr/>
	\$ 61,927
	<hr/>

4. Non Participant-Directed Investments

Explanation of Responses:

Information about the net assets available for benefits at December 31, 2004 and 2003 and the significant components of the changes in net assets available for benefits relating to the non participant-directed investments for the year ended December 31, 2004:

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Avon Personal Savings Account Plan

Notes to Financial Statements

December 31, 2004 and 2003

(in thousands of dollars)

	2004	2003
Net assets		
Avon common stock	\$ 186,749	\$ 176,804
Cash and cash equivalents	-	710
Due from broker	-	405
	<u>\$ 186,749</u>	<u>\$ 177,919</u>
	2004	
Changes in net assets		
Employer contributions	\$ 14,430	
Dividends and interest	2,803	
Net appreciation in the fair value of investments	26,426	
Benefits paid to participants	(24,970)	
Transfers to participant-directed investments	(10,190)	
Other transfers	490	
Administrative expenses	(159)	
	<u>\$ 8,830</u>	

5. Plan Termination

Avon intends to continue the Plan indefinitely, but reserves the right to amend, suspend, or discontinue the Plan in whole, or in part, at any time by action of the Board of Directors of Avon. Upon termination of the Plan, a participant would receive the full value of his or her share in the funds, including all employer's contributions.

The operation of the Plan, including the obligation of the employer to make matching contributions, is expressly conditioned upon continued qualification of the Plan and any amendments under the Code, the continued deductibility under Section 404 of the Code of the employer's contributions and upon continued exemption of the trust under Section 501(a) of the Code.

6. Tax Status

The Plan obtained its latest determination letter on April 19, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and to the best of their knowledge being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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**Avon Personal Savings Account Plan
Notes to Financial Statements
December 31, 2004 and 2003**

7. Related Party Transactions

Certain Plan assets are invested in shares of mutual funds that are managed by JPMorgan Chase Bank, the trustee as defined by the Plan and therefore those transactions qualify as party-in-interest transactions.

The Plan invests in Avon common stock which is exempt from the party-in-interest transaction prohibition of ERISA. Participant loans are also considered party-in-interest transactions.

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**Avon Personal Savings Account Plan
Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)
December 31, 2004**

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
* Avon Products, Inc.	Common stock	\$ 132,906,000	\$ 280,886,000
	Total common stocks	132,906,000	280,886,000

Explanation of Responses:

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American Century Growth Fund	Mutual funds	**	51,091,952
American Century Ultra Fund	Mutual funds	**	2,447,820
Columbia Acorn International Fund	Mutual funds	**	32,862,974
Fidelity Diversified International Fund	Mutual funds	**	21,749,319
Fidelity Freedom 2010 Fund	Mutual funds	**	1,384,965
Fidelity Freedom 2020 Fund	Mutual funds	**	719,629
Fidelity Freedom 2030 Fund	Mutual funds	**	725,041
Fidelity Freedom 2040 Fund	Mutual funds	**	560,064
Fidelity Freedom Income Fund	Mutual funds	**	934,581
Neuberger & Berman Socially Responsive Trust	Mutual funds	**	4,627,818
PIMCO Total Return Fund	Mutual funds	**	25,456,500
Royce Total Return Fund	Mutual funds	**	4,685,312
RS Diversified Growth Fund	Mutual funds	**	4,288,182
T. Rowe Price Equity Income Fund	Mutual funds	**	10,909,950
T. Rowe Price Mid-Cap Fund	Mutual funds	**	8,556,075
Tweedy, Browne Global Value Fund	Mutual funds	**	4,753,735
Total mutual funds			175,753,917
* JPMorgan Fleming Stable Value Fund	Common/Collective trust	**	120,423,615
Northern Trust S&P 500 Index	Common/Collective trust	**	64,553,136
Total common/collective trusts			184,976,751
* JPMorgan Domestic Liquidity Fund	Cash equivalents	**	1,345,000
* Participant loans	Interest rates ranging from 5% to 10.5% during 2004	-	12,313,207
Total			\$ 655,274,875

*Party-in-interest as defined by ERISA.

**Cost information is not required for participant-directed funds.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the management committee for the Avon Personal Savings Account Plan, having administrative responsibility of the Plan, has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

Avon Personal Savings Account Plan

(Name of Plan)

Date: June 29, 2005

/s/ Robert J. Corti

Robert J. Corti
Executive Vice President and Chief
Financial Officer