

ARCH COAL INC
Form 4
February 11, 2008

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 *
Lang Paul A

(Last) (First) (Middle)
ONE CITY PLACE DRIVE, SUITE 300
(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARCH COAL INC [ACI]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - Operations

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		
Common stock ⁽¹⁾	02/07/2008		M	4,900	A <u>11</u>	10,634	D
Common stock ⁽²⁾	02/08/2008		M	6,000	A \$ 11.3	16,634	D
Common stock ⁽²⁾	02/08/2008		S	11,734	D \$ 50	4,900	D

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

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number.

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 a Underlyi (Instr. 3 a	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-contingent phantom stock	(3)	02/07/2008		M	9,800	(4)	12/31/2008	Comm stock
Employee stock option (right to buy)	\$ 11.3	02/08/2008		M	6,000	(5)	04/25/2012	Comm stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lang Paul A ONE CITY PLACE DRIVE SUITE 300 ST. LOUIS, MO 63141			Senior VP - Operations	

Signatures

/s/ Gregory A. Billhartz,
Attorney-in-Fact

02/11/2008

__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 reporting person received 19,600 performance-contingent phantom shares on July 28, 2005. One-half of the performance contingent phantom shares vest if the average closing price of Arch Coal, Inc.'s common stock for a period of 20 consecutive trading days meets or exceeds \$40.00, subject to the achievement of certain financial performance targets. Upon vesting of 9,800 performance contingent phantom shares on February 7, 2008, the reporting person received 4,900 shares of common stock and \$240,639 in cash.
- (2) The exercise of employee stock options and sale of underlying shares of common stock by the executive officer reported on this Form 4 were affected pursuant to a Rule 10b5-1 trading plan.
- (3) Each performance-contingent phantom share represents a right to receive one share of common or the cash value thereof, unless otherwise deferred at the reporting person's election, pursuant to the Arch Coal, Inc. Executive Deferred Compensation Plan.

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- The reporting person received 19,600 performance-contingent phantom shares on July 28, 2005. One-half of the performance-contingent phantom shares vest if the average closing price of Arch Coal's common stock for a period of 20 consecutive trading days meets or exceeds \$35.00 and the other half of the performance shares vest if the average closing price of Arch Coal's common stock for a period of 20 consecutive trading days meets or exceeds \$40.00, subject, in each case to the achievement of certain financial performance targets.
- (4) On February 7, 2008, 9,800 performance-contingent phantom shares vested.

- The reporting person received 24,000 stock options on April 25, 2002. The stock options vested ratably over a four year period as follows:
- (5) 6,000 stock options vested on April 25, 2003; 6,000 stock options vested on April 25, 2004; 6,000 stock options vested on April 25, 2005; and 6,000 stock options vested on April 25, 2006.

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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