SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)			of Section So(n) of the investment Company Act of 1940						
1	ss of Reporting Perso	'n*	2. Issuer Name and Ticker or Trading Symbol ARCH COAL INC [ACI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MESSEY ROBERT J					Director	10% Owner			
					Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		below)	below)			
ONE CITYPLACE DRIVE			12/31/2005		Senior Vice President & CFO				
(Street)	(First) (Middle) PLACE DRIVE		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
ST. LOUIS	MO	63141		X	Form filed by One Repo	orting Person			
					Form filed by More than	One Reporting			
(City)	(State)	(Zip)			Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

			<u> </u>		•				
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date if any		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial
		(Month/Day/Year)	0)	Amount	(A) or (D)	Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)		Ownership (Instr. 4)

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)	of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	01/14/2005		А	1,113		(2)	(2)	Common Stock	1,113	\$34.9	1,113	D	
Phantom Stock	(1)	01/31/2005		А	5,582		(2)	(2)	Common Stock	5,582	\$36.55	6,695	D	
Phantom Stock	(1)	03/15/2005		А	13		(2)	(2)	Common Stock	13	\$43.05	6,708	D	
Phantom Stock	(1)	06/15/2005		А	10		(2)	(2)	Common Stock	10	\$54.71	6,718	D	
Phantom Stock	(1)	09/14/2005		А	8		(2)	(2)	Common Stock	8	\$63.67	6,725	D	
Phantom Stock	(1)	12/14/2005		А	7		(2)	(2)	Common Stock	7	\$80.05	6,732	D	
Phantom Stock	(1)	01/13/2006		А	1,113		(2)	(2)	Common Stock	1,113	\$85.13	7,845	D	
Phantom Stock	(1)	01/30/2006		А	5,581		(1)	(2)	Common Stock	5,581	\$86	13,426	D	

Explanation of Responses:

1. Each share of phantom stock represents a right to receive the value in cash of one share of Arch Coal, Inc. common stock. The shares of phantom stock are held by the executive officer through the Arch Coal, Inc. Deferred Compensation Plan (the "Plan") and represent past compensation, the vested portion of restricted stock awards and/or payouts under other incentive compensation arrangements that the executive officer elected to defer under the Plan into a hypothetical investment in shares of Arch Coal, Inc. common stock and/or dividends paid with respect to such deferred amounts.

2. Shares of phantom stock are payable in cash on the date or dates elected by the executive officer, subject to the terms of the Plan. The executive officer may transfer any or all of the phantom stock account into an alternative investment account at any time.

Remarks:

<u>/s/ Gregory A. Billhartz,</u>

<u>Attorney-in-Fact</u>

Date

02/14/2006

** Signature of Reporting Person

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

 \star 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).

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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