

Groves Vaughn R
Form 4
August 04, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Groves Vaughn R

2. Issuer Name **and** Ticker or Trading
Symbol
Alpha Natural Resources, Inc./Old
[ANR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE ALPHA PLACE, P.O. BOX
2345

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior VP, GC and Secretary

(Street)
ABINGDON, VA 24212

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	07/31/2009		D	(A) or (D) Amount 47,936 (1)	Price (2) 0	D	

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

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information contained in this form are not
required to respond unless the form
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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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.73	07/31/2009		D		12,568		<u>(3)</u>	11/10/2014	Common Stock	12,568
Employee Stock Option (right to buy)	\$ 19	07/31/2009		D		32,000		<u>(4)</u>	02/14/2015	Common Stock	32,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Groves Vaughn R ONE ALPHA PLACE P.O. BOX 2345 ABINGDON, VA 24212	Senior VP, GC and Secretary

Signatures

M. Robert Morrill, Attorney-in-Fact for Vaughn R.
Groves

08/04/2009

__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) This includes 35,418 shares of restricted stock.
- Disposed of pursuant to the Agreement and Plan of Merger between Alpha Natural Resources, Inc. ("Alpha") and Foundation Coal Holdings, Inc. (which was renamed Alpha Natural Resources, Inc. in connection with the merger, "New Alpha"), dated May 11, 2009, in
- (2) exchange for 12,518 shares of New Alpha common stock and 35,418 shares of New Alpha restricted stock, which restricted stock awards are subject to the same terms and conditions as their predecessor awards. On the effective date of the merger, the closing price of Alpha common stock was \$33.31 per share, and the closing price of Foundation Coal Holdings, Inc. common stock was \$35.93 per share.
- (3) This option, which provided for vesting of the 31,420 shares of Alpha common stock originally subject thereto in five equal annual installments beginning November 10, 2005, was assumed by New Alpha in the merger and replaced with an option to purchase 12,568 shares of New Alpha common stock (the number of shares which remained unexercised under the original option) with an exercise price

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of \$12.73 per share.

- (4) This option, which provided for vesting of the 40,000 shares of Alpha common stock originally subject thereto in five equal annual installments beginning February 14, 2006, was assumed by New Alpha in the merger and replaced with an option to purchase 32,000 shares of New Alpha common stock (the number of shares which remained unexercised under the original option) with an exercise price of \$19.00 per share.

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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