

CRAFT JOSEPH W III

Form 4

May 15, 2012

**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

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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRAFT JOSEPH W III

(Last) (First) (Middle)

1717 S. BOULDER  
AVENUE, SUITE 600

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Alliance Holdings GP, L.P. [AHGP]

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

05/09/2012

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)

President and Chief Executive

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 Indirect Beneficial Ownership (Instr. 4)
Common Unit				(A) or (D)	Price		By Alliance Resource GP, LLC <sup>(1)</sup>
			Code	V	Amount		
Common Unit	05/09/2012		G		133,430	D <sup>(5)</sup>	2,463,449 <sup>(2)</sup> D
Common Unit	05/15/2012		J		15,129 <sup>(6)</sup>	D	\$ 0 19,615,923 I
Common units					365,316	I	Through members of 13d group <sup>(3)</sup> Alliance Management Holdings III,

LLC <sup>(4)</sup>

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 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)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAFT JOSEPH W III 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119	X	X	President and Chief Executive	

## Signatures

Joseph W. Craft by Mindy Kerber, pursuant to power of attorney dated July 27, 2006

05/15/2012

\*\*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) Joseph W. Craft III ("Craft") indirectly jointly owns 20,641,168 Common Units of AHGP through his joint ownership of Alliance Resource GP, LLC with Kathleen S. Craft.
- (2) Held through the JWC III Rev Trust, of which Mr. Craft is trustee.
- (3) These AHGP common units are held by certain current and former members of management of ARLP other than Mr. Craft with whom he may be deemed to comprise a group under Rule 13d-5(b) of the Exchange Act. Mr. Craft disclaims beneficial ownership of the reported

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securities.

These AHGP common units are held through Alliance Management Holdings III, LLC ("AMH III"), which acquired 600,000 Common Units of AHGP in connection with the AMH Liquidation and the AMH II Liquidation. Mr. Craft is the sole director of AMH III and owns

- (4) 42.43% of the membership interests in AMH III. Mr. Craft disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.
- (5) Not applicable as the transaction was a gift.

The units involved are subject to a Transfer Restrictions Agreement that, pursuant to Exchange Act Rule 13d-5(b), may cause the Management Group to comprise a group under Exchange Act Rule 13d-5(b). A special committee of the board of directors of Alliance

- (6) GP, LLC, the general partner of AHGP, authorized the release of certain units from the restrictions of the Transfer Restrictions Agreement of each holder that is subject to the agreement. The units "disposed of" reflected in column 4 are units so released. Mr. Craft has not sold or otherwise disposed of any AHGP units other than the gift referenced in Footnote 5 above .

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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