

Smith Alan Boyd  
Form 4  
May 07, 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 \*  
Smith Alan Boyd

2. Issuer Name and Ticker or Trading Symbol

Alliance Holdings GP, L.P. [AHGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Member of 13d group (over 10%)

(Last) (First) (Middle)  
610 FOY ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/05/2008

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

MCHENRY, MD 21541

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common unit	05/05/2008		S	20	D \$ 25.25	118,718	D
Common unit	05/05/2008		S	33	D \$ 25.3	118,685	D
Common unit	05/05/2008		S	80	D \$ 25.35	118,605	D
Common unit	05/05/2008		S	117	D \$ 25.4	118,488	D
Common unit	05/05/2008		S	60	D \$ 25.41	118,428	D

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Common unit	05/05/2008	S	27	D	\$ 25.42	118,401	D
Common unit	05/05/2008	S	40	D	\$ 25.44	118,361	D
Common unit	05/05/2008	S	27	D	\$ 25.45	118,334	D
Common unit	05/05/2008	S	73	D	\$ 25.46	118,261	D
Common unit	05/05/2008	S	13	D	\$ 25.47	118,248	D
Common unit	05/05/2008	S	86	D	\$ 25.48	118,162	D
Common unit	05/05/2008	S	13	D	\$ 25.49	118,149	D
Common unit	05/05/2008	S	825	D	\$ 25.5	117,324	D
Common unit	05/05/2008	S	113	D	\$ 25.51	117,211	D
Common unit	05/05/2008	S	169	D	\$ 25.52	117,042	D
Common unit	05/05/2008	S	73	D	\$ 25.53	116,969	D
Common unit	05/05/2008	S	80	D	\$ 25.54	116,889	D
Common unit	05/05/2008	S	292	D	\$ 25.55	116,597	D
Common unit	05/05/2008	S	66	D	\$ 25.56	116,531	D
Common unit	05/05/2008	S	53	D	\$ 25.57	116,478	D
Common unit	05/05/2008	S	66	D	\$ 25.58	116,412	D
Common unit	05/05/2008	S	126	D	\$ 25.59	116,286	D
Common unit	05/05/2008	S	265	D	\$ 25.6	116,021	D
Common unit	05/05/2008	S	7	D	\$ 25.61	116,014	D
Common unit	05/05/2008	S	46	D	\$ 25.64	115,968	D
	05/05/2008	S	40	D		115,928	D

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Common unit					\$ 25.65		
Common unit	05/05/2008	S	27	D	\$ 25.67	115,901	D
Common unit	05/05/2008	S	66	D	\$ 25.7	115,835	D
Common unit	05/05/2008	S	26	D	\$ 25.73	115,809	D
Common unit	05/05/2008	S	9	D	\$ 25.87	115,800	D

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

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**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 Owned Beneficially (Instr. 5)
				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

Smith Alan Boyd  
610 FOY ROAD  
MCHENRY, MD 21541

Member of 13d group (over 10%)

## Signatures

/s/ Alan B. Smith by Mindy Kerber, pursuant to power of attorney dated February 1, 2007

05/07/2008

\_\_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).

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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