

WILKERSON DALE G
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 *
WILKERSON DALE G

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)

(Last) (First) (Middle)
1717 SOUTH BOULDER, SUITE 400

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

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

(Street)
TULSA, OK 74119

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

(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		76	D	\$ 25.25 452,809 D
Common unit	05/05/2008		S		126	D	\$ 25.3 452,683 D
Common unit	05/05/2008		S		303	D	\$ 25.35 452,380 D
Common unit	05/05/2008		S		446	D	\$ 25.4 451,934 D
Common unit	05/05/2008		S		228	D	\$ 25.41 451,706 D

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Common unit	05/05/2008	S	101	D	\$ 25.42	451,605	D
Common unit	05/05/2008	S	152	D	\$ 25.44	451,453	D
Common unit	05/05/2008	S	101	D	\$ 25.45	451,352	D
Common unit	05/05/2008	S	278	D	\$ 25.46	451,074	D
Common unit	05/05/2008	S	51	D	\$ 25.47	451,023	D
Common unit	05/05/2008	S	329	D	\$ 25.48	450,694	D
Common unit	05/05/2008	S	51	D	\$ 25.49	450,643	D
Common unit	05/05/2008	S	3,148	D	\$ 25.5	447,495	D
Common unit	05/05/2008	S	430	D	\$ 25.51	447,065	D
Common unit	05/05/2008	S	645	D	\$ 25.52	446,420	D
Common unit	05/05/2008	S	278	D	\$ 25.53	446,142	D
Common unit	05/05/2008	S	303	D	\$ 25.54	445,839	D
Common unit	05/05/2008	S	1,112	D	\$ 25.55	444,727	D
Common unit	05/05/2008	S	253	D	\$ 25.56	444,474	D
Common unit	05/05/2008	S	202	D	\$ 25.57	444,272	D
Common unit	05/05/2008	S	253	D	\$ 25.58	444,019	D
Common unit	05/05/2008	S	480	D	\$ 25.59	443,539	D
Common unit	05/05/2008	S	1,011	D	\$ 25.6	442,528	D
Common unit	05/05/2008	S	25	D	\$ 25.61	442,503	D
Common unit	05/05/2008	S	177	D	\$ 25.64	442,326	D
	05/05/2008	S	152	D		442,174	D

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Common unit					\$ 25.65		
Common unit	05/05/2008	S	101	D	\$ 25.67	442,073	D
Common unit	05/05/2008	S	253	D	\$ 25.7	441,820	D
Common unit	05/05/2008	S	98	D	\$ 25.73	441,722	D
Common unit	05/05/2008	S	35	D	\$ 25.87	441,687	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
WILKERSON DALE G 1717 SOUTH BOULDER, SUITE 400 TULSA, OK 74119				Member of 13d group (over 10%)

Signatures

/s/ Dale G. Wilkerson 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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