Alliance Holdings GP, L.P. Form 4

October 28, 2008

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

Check this box subject to

if no longer 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 * Linda Knight Boswell Trust, dated June 28, 2006

(Last)

(First)

(Middle)

255 PIN OAK LANE

(Street)

2. Issuer Name and Ticker or Trading Symbol

Alliance Holdings GP, L.P. [AHGP]

3. Date of Earliest Transaction

(Month/Day/Year) 10/28/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner __X__ Other (specify Officer (give title below) below)

Member of 13d group (over 10%)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

Person

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

MADISONVILLE, KY 42431 (City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

Edgar Filing: Alliance Holdings GP, L.P. - Form 4

(Instr. 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Date Expiration Title Amount Exercisable Date or

Number of Shar

Call Option

(Obligation \$ 29.98 10/28/2008 E 20,000 07/28/2008 10/28/2008 Common units 20,000

Code V (A)

(D)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Linda Knight Boswell Trust, dated June 28, 2006 255 PIN OAK LANE MADISONVILLE, KY 42431

Member of 13d group (over 10%)

Signatures

/s/ Linda Knight Boswell by Mindy Kerber, pursuant to power of attorney dated February 9, 2007

10/28/2008

**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).
- The undersigned Reporting Person entered into an option agreement with the Issuer pursuant to which the Issuer acquired a 90 day option to purchase 20,000 of the Issuer's Common Units held by the undersigned for an exercise price of \$29.98 per common unit. The Issuer paid to the undersigned consideration of \$.02 per common unit for such option. The options were not exercised and have expired.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2