Alliance Holdings GP, L.P. Form 4 February 04, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

CRAFT JOSEPH W III

1. Name and Address of Reporting Person *

			Alliance Holdings GP, L.P. [AHGP]			(Check all applicable)				
(Last) (First) (Middle) 1717 S. BOULDER AVENUE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 01/25/2015					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President and Chief Executive		
(Street) 4. If Amendment, I Filed(Month/Day/Ye				_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, O	K 74119							Form filed by More than One Reporting Person		
(City)	(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)	e 2A. Deem Execution any (Month/De	Date, if	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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								20,641,168	I	By Alliance Resource GP, LLC (1)
Common Unit								2,463,449 (2)	D	
Common Unit	01/25/2015			J	57,657 (5)	D	\$0	18,317,953	I	Through members of 13d group (3)
Common Unit	02/02/2015			J	374,443 (5)	D	\$0	17,943,510	I	Through members of 13d group (3)

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Common Unit	02/03/2015	J	72,246 (5)	D	\$0	17,871,264	I	Through members of 13d group (3)
Common units						315,941	I	Alliance Management Holdings III, LLC (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative		,	, ,	Securities			(Instr. 3 and 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
					, ,					
								Amoun	t	
						Date	Expiration	or		
						Exercisable Date	Title Number	ſ		
						Lacicisable	Date	of		
				Code V	(A) (D)			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 Amber Blythe, pursuant to power of attorney dated April 10, 2013

02/04/2015

**Signature of Reporting Person

Date

2 Reporting Owners

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.
- These AHGP common units are held by certain entities and individuals (some of whom are current or former members of management of (3) 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
- (3) 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 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 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.
- The units involved are subject to a Transfer Restrictions Agreement that may cause the holders to comprise a group under Exchange Act
 Rule 13d-5(b). A special committee of the board of directors of Alliance GP, LLC, the general partner of AHGP, authorized the release from the restrictions of the Transfer Restrictions Agreement of certain units of each holder that is subject to the agreement. The units "disposed of" reflected in column 4 are units so released. Mr. Craft is not selling these or any other AHGP units.

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.