

ARCH COAL INC  
Form 8-K  
October 27, 2010

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 27, 2010 (October 21, 2010)**

**Arch Coal, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

1-13105  
(Commission File Number)

43-0921172  
(I.R.S. Employer  
Identification No.)

CityPlace One  
One CityPlace Drive, Suite 300  
St. Louis, Missouri 63141

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (314) 994-2700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***(e) Amendment to Arch Coal, Inc. 1997 Stock Incentive Plan***

On October 21, 2010, the Board of Directors of Arch Coal, Inc. (the Company ) approved an amendment (the Amendment ) to the Arch Coal, Inc. 1997 Stock Incentive Plan (as amended and restated, the Plan ).

The Amendment added minimum vesting requirements to certain Full Value Awards (as defined in the Plan) granted after October 21, 2010. Under the Plan, any new Full Value Awards (subject to a de minimus exception as provided in the Plan) shall have the following minimum vesting periods: (i) for any Full Value Award that is Performance-Based Compensation (as defined in the Plan), the Performance Period (as defined in the Plan) shall not end, and such award shall not vest, prior to one year after the date of the grant; and (ii) any other Full Value Award shall have a minimum vesting period of three years from the date of grant.

A description of the Plan (prior to the above-described amendment) is set forth in the proxy statement with respect to the Company s 2010 annual meeting of stockholders held on April 22, 2010. That description, as supplemented by the above description of the Amendment, is qualified in its entirety by reference to the Plan. A copy of the Plan, as amended and restated on October 21, 2010, is filed as an exhibit hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is attached hereto and filed herewith.

Exhibit

No.	Description
10.1	Arch Coal, Inc. 1997 Stock Incentive Plan (as amended and restated on October 21, 2010).

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 27, 2010

Arch Coal, Inc.

By: /s/ Robert G. Jones  
Robert G. Jones  
Senior Vice President, General Counsel  
and Secretary

**Exhibit Index**

Exhibit		
No.		Description
10.1		Arch Coal, Inc. 1997 Stock Incentive Plan (as amended and restated on October 21, 2010).
		3

Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares Stock Options <sup>(3)</sup> \$ 17.901/12/2009 A 9,499  
<sup>(4)</sup> 01/12/2016 Common Stock 9,499 \$ 0 9,499 D

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUSK JAMES S 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176			Executive Vice President	

**Signatures**

By: Barbara L. Smithers, by power of attorney  
 Date: 01/14/2009  
\*\*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) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan, which vest in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock.
- (2) Includes 19,911 RSUs.
- (3) Stock option grant under the 2006 Equity Incentive Plan.
- (4) 25% exercisable on 1/12/2010 and 25% on the anniversary date of each of the following 3 years.

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.