ARCH COAL INC Form SC 13G July 25, 2008

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Arch Coal, Inc.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 per share

(Title of Class of Securities)

039380100 -----(CUSIP Number)

July 16, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b)

|X| Rule 13d-1(c)

|_| Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following pages)

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

C USE ONLY TIZENSHIP OR laware MBER OF ARES ENEFICIALLY MED BY	PLACE O 5	F ORGANIZATION SOLE VOTING POWER				
laware MBER OF ARES NEFICIALLY NED BY	5					
NEFICIALLY		SOLE VOTING POWER				
NEFICIALLY	 6					
NED BY	6		1			
		SHARED VOTING POWER				
CH		1,530,400 shares of Common Stock and purchase 6,000,000 shares of Common				
	7	SOLE DISPOSITIVE POWER				
PORTING		0				
PERSON	8	SHARED DISPOSITIVE POWER				
TH		1,530,400 shares of Common Stock and purchase 6,000,000 shares of Common				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
530,400 share		mmon Stock and options to purchase 6,0	00,000 share			
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
5.2%*						
PE OF REPORT	ING PERS					
IA						
		 13G Page	3 of 18 Page:			
	 39380100 	 39380100 	 39380100 13G Page 			

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

²

TPG-Axon Partners GP, LP ("PartnersGP") _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) |_| ______ SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock EACH 7 SOLE DISPOSITIVE POWER REPORTING 0 _____ PERSON 8 SHARED DISPOSITIVE POWER WITH 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.7%* TYPE OF REPORTING PERSON PN ______ CUSIP NO. 039380100 13G Page 4 of 18 Pages NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) TPG-Axon GP, LLC ("GPLLC") _____

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)					
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER			
	SHARES		0			
	BENEFICIALLY	6	SHARED VOTING POWER			
	OWNED BY		1,530,400 shares of Common Stoc purchase 6,000,000 shares of Co			
	EACH	7	SOLE DISPOSITIVE POWER			
	REPORTING		0			
	PERSON	8	SHARED DISPOSITIVE POWER			
	WITH		1,530,400 shares of Common Stoc purchase 6,000,000 shares of Co			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,530,400 shares of Common Stock and options to purchase 6,000,000 shar of Common Stock					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid _ \mid$					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	5.2%*					
12	TYPE OF REPORTING PERSON					
	00					
	NO. 039380100		13G	Page 5 of 18 Pages		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	TPG-Axon Partners, LP ("TPG-Axon Domestic")					
2	CHECK THE APPRO	PRIATE B	OX IF A MEMBER OF A GROUP	(a) X (b) _		

3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES		0		
	BENEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY		489,722 shares of Common Stoc purchase 1,930,000 shares of		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING		0		
	PERSON	8	SHARED DISPOSITIVE POWER		
	WITH		489,722 shares of Common Stoc purchase 1,930,000 shares of	_	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	489,722 shares of Common Stock		n Stock and options to purchas	e 1,930,000 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.7%*				
12	TYPE OF REPORTING PERSON				
	PN				
	NO. 039380100		13G	Page 6 of 18 Pages	
1	NAME OF REPORTI		N O. OF ABOVE PERSON (ENTITIES O	NLY)	
	TPG-Axon Partne	ers (Offs	hore), Ltd. ("TPG-Axon Offshor	e") 	
2	CHECK THE APPRO	PRIATE B	OX IF A MEMBER OF A GROUP	(a) X (b) _	
3	SEC USE ONLY				

4	CITIZENSHIP OR PLACE	OF ORGANIZATION		
	Cayman Islands			
	NUMBER OF 5	SOLE VOTING POWER		
	SHARES	0		
	BENEFICIALLY 6	SHARED VOTING POWER		
	OWNED BY	1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock		
	EACH 7 REPORTING	SOLE DISPOSITIVE POWER		
	PERSON	SHARED DISPOSITIVE POWER		
	WITH	1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock		
9	AGGREGATE AMOUNT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON		
	1,040,678 shares of Common Stock and options to purchase 4,070,000 sha of Common Stock			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN		RESENTED BY AMOUNT IN ROW (9)		
	3.5%*			
12 TYPE OF REPORTING PERSON		RSON		
	CO			
CUSIP	NO. 039380100	13G Page 7 of 18 Pages		
1	NAME OF REPORTING PER	RSON N NO. OF ABOVE PERSON (ENTITIES ONLY)		
	Dinakar Singh LLC ("S	Singh LLC")		
2	CHECK THE APPROPRIATE	E BOX IF A MEMBER OF A GROUP (a) X (b) _		
3	SEC USE ONLY			

CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware ______ NUMBER OF 5 SOLE VOTING POWER 0 ______ BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 8 SHARED DISPOSITIVE POWER WITH 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.28* ______ TYPE OF REPORTING PERSON 00 ______ CUSIP NO. 039380100 13G Page 8 of 18 Pages NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Dinakar Singh ("Mr. Singh") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| (b) |_| SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

7

	USA				
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES		0		
	BENEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY		1,530,400 shares of Common Stopurchase 6,000,000 shares of 0		
	EACH REPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON		0		
		8	SHARED DISPOSITIVE POWER	ER	
	WITH	1,530,400 shares of Common purchase 6,000,000 shares			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.2%*				
12	TYPE OF REPORTING PERSON				
	IN				
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ITEM 1.					

- (a) NAME OF ISSUER: Arch Coal, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

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

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) TPG-Axon Capital Management, LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G held by TPG-Axon Partners, LP ("TPG-Axon Domestic") and TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore," and together with TPG-Axon Domestic the "Funds").
- (ii) TPG-Axon Partners GP, LP ("PartnersGP"), a Delaware limited partnership which serves as the general partner of TPG-Axon Domestic, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic.
- (iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.
- (iv) TPG-Axon Domestic, a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (v) TPG-Axon Offshore, a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.
- (vi) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company which serves as the managing member of GPLLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.
- (vii) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.

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(b) ADDRESS OF PRINCIPAL OFFICE:

(All, except TPG-Axon TPG-Axon Offshore Offshore)

888 Seventh Avenue c/o Goldman Sachs (Cayman) Trust Limited
38th Floor PO Box 896GT, Harbour Centre, 2nd Floor
New York, New York 10019 George Town, Grand Cayman
Cayman Islands, BWI

- (c) Citizenship: Delaware (all except TPG-Axon Offshore and Mr. Singh); TPG-Axon Offshore: Cayman Islands; Mr. Singh is a United States citizen.
- (d) Title of Class of Securities: Common Stock, par value \$0.01 per share (the "Shares")

- (e) CUSIP Number: 039380100
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
 - (a) |_| Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
 - (b) | | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) \mid | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) |_| Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) $|_|$ An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
 - (f) $|_|$ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
 - (g) |_| A parent holding company or control person in accordance with ss.240.13d-1 (b) (1) (ii) (G).
 - (h) \mid A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) |_| A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) $| _ |$ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX [X]

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ITEM 4. OWNERSHIP

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore.

Each of Singh LLC, GPLLC, PartnersGP and Mr. Singh disclaim beneficial ownership of all of the shares of Common Stock and options to purchase shares of Common Stock reported in this 13G.

A. TPG-Axon Management

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%* (*All percentages of beneficial ownership reported in this Schedule 13G are based on the 144,131,909 outstanding shares of Common Stock reported in the Issuer's form 10-Q for the quarterly period ended March 31, 2008.)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

B. PartnersGP

- (a) Amount beneficially owned: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
- (b) Percent of class: 1.7%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock

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C. GPLLC

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

D. TPG-Axon Domestic

- (a) Amount beneficially owned: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
- (b) Percent of class: 1.7%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0

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(iv) Shared power to dispose or to direct the disposition of: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock

E. TPG-Axon Offshore

- (a) Amount beneficially owned: 1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock
- (b) Percent of class: 3.5%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock

F. Singh LLC

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%*

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- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0

 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

G. Mr. Singh

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 25, 2008

TPG-Axon Capital Management, LP By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

TPG-Axon Partners GP, LP By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

TPG-Axon GP, LLC

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

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TPG-Axon Partners, LP

By: TPG-Axon Partners GP, LP, general partner

By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

Dinakar Singh Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

Dinakar Singh Managing Member

/s/ Dinakar Singh

Dinakar Singh

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_____ LIST OF EXHIBITS TO SCHEDULE 13G Page CUSIP NO. 039380100 13G Page 17 of 18 Pages EXHIBIT 1 AGREEMENT TO MAKE JOINT FILING Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Dated: July 25, 2008 TPG-Axon Capital Management, LP By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

TPG-Axon Partners GP, LP By: TPG-Axon GP, LLC, general partner $\,$

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

TPG-Axon GP, LLC

By: /s/ Dinakar Singh
----Dinakar Singh
Co-President

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TPG-Axon Partners, LP

By: TPG-Axon Partners GP, LP, general partner

By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

Dinakar Singh

Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

Dinakar Singh Managing Member

/s/ Dinakar Singh

Dinakar Singh