

ARCH COAL INC  
Form S-8  
November 16, 2007

As filed with the Securities and Exchange Commission on November 16, 2007  
 Registration No. 333- \_\_\_\_\_

**UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549  
 FORM S-8  
 REGISTRATION STATEMENT UNDER  
 THE SECURITIES ACT OF 1933**  
 (Exact name of registrant as specified in its charter)

<p><b>Delaware</b>                  (State or other jurisdiction                  of incorporation or organization)</p>	<p><b>43-0921172</b>                  (I.R.S. Employer                  Identification Number)</p>
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**One CityPlace Drive, Suite 300  
 St. Louis, Missouri 63141  
 (314) 994-2700**

(Address, including zip code, and telephone number, including area code  
 of registrant's principal executive offices)

**Arch Coal, Inc. Deferred Compensation Plan**

(Full title of the plan)

Robert G. Jones

Vice President Law, General Counsel and Secretary  
 Arch Coal, Inc.

One CityPlace Drive, Suite 300  
 St. Louis, Missouri 63141  
 (314) 994-2700

(Name, address, including zip code, and telephone  
 number, including area code, of agent for service)

**Calculation of Registration Fee**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Deferred compensation obligations (1)	\$15,000,000 <sup>(2)</sup>	100%	\$15,000,000 <sup>(2)</sup>	\$461

(1) The obligations under the Arch Coal, Inc. Deferred Compensation Plan are unsecured general

obligations of  
Arch Coal, Inc.  
to pay deferred  
compensation in  
accordance with  
the terms of the  
Arch Coal, Inc.  
Deferred  
Compensation  
Plan.

- (2) Estimated solely  
for the purpose  
of determining  
the registration  
fee.
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**Explanatory Note**

**Registration of Additional Shares**

Pursuant to Instruction E of Form S-8, this filing relates to the registration of additional securities of the same class as other securities for which a registration statement filed on this form relating to a benefit plan is effective. The contents of the registration statement on Form S-8 (File No. 333-68131) filed on December 1, 1998 are hereby incorporated by reference.

**Item 5. Interests of Named Experts and Counsel.**

Gregory A. Billhartz, Assistant General Counsel and Assistant Secretary of Arch Coal, Inc., has rendered an opinion as to the validity of the deferred compensation obligations being registered hereby. Mr. Billhartz is paid a salary by us and is a participant in various employee benefit plans offered to our employees generally.

**Item 8. Exhibits.**

The following exhibits are filed as part of this registration statement:

<b>Exhibit</b>	<b>Description</b>
4.1	Arch Coal, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-8 filed on December 1, 1998 (File No. 333-68131)).
5.1	Opinion of counsel.
23.1	Consent of independent registered public accounting firm.
23.2	Consent of counsel (included in Exhibit 5.1).
24.1	Power of attorney.

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on the 16<sup>th</sup> day of November, 2007.

Arch Coal, Inc.

By: /s/ Steven F. Leer  
 Steven F. Leer  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated:

<b>Signatures</b>	<b>Capacity</b>	<b>Date</b>
/s/ Steven F. Leer Steven F. Leer	Chairman and Chief Executive Officer (Principal Executive Officer)	November 16, 2007
/s/ Robert J. Messey Robert J. Messey	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 16, 2007
/s/ John W. Lorson John W. Lorson	Controller (Principal Accounting Officer)	November 16, 2007
* James R. Boyd	Director	November 16, 2007
* Frank M. Burke	Director	November 16, 2007
* John W. Eaves	President, Chief Operating Officer and Director	November 16, 2007
* Patricia F. Godley	Director	November 16, 2007
* Douglas H. Hunt	Director	November 16, 2007

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*	Director	November 16, 2007
Brian J. Jennings		
*	Director	November 16, 2007
Thomas A. Lockhart		
*	Director	November 16, 2007
A. Michael Perry		
*	Director	November 16, 2007
Robert G. Potter		
*	Director	November 16, 2007
Theodore D. Sands		
*	Director	November 16, 2007
Wesley M. Taylor		

\*By: /s/ Robert G. Jones  
Robert G. Jones, attorney-in-fact