SANDS THEODORE D Form 5 February 14, 2003

		OMB APPROVAL		
		OMB Number: Expires: Estimated avera	3235-0362 January 31, 2005	
UNITED STATES	SECURITIES AND EXC Washington, DC 205	CHANGE COMMISSION		
	FORM 5			
ANNUAL STATEMEN	NT OF CHANGES IN BE	NEFICIAL OWNERSH	IP	
Filed pursuant to Section Section 17(a) of the Pu Section 30(h)		ng Company Act of	f 1935 or	
Check box if no longer smay continue. See Instruc	_	16. Form 4 or For	rm 5 obligations	
Form 3 Holdings Reported				
Form 4 Transactions Repor	rted			
Name and Address of Repor	rting Person*			
ls	Theodore	D.		
 (Last)	 (First)	(Middle	 ∋)	

63141

(Zip)

2. Issuer Name and Ticker or Trading Symbol

|_| Check box if no longer subject to Section may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

|_| Form 3 Holdings Reported

|_| Form 4 Transactions Reported

Arch Coal, Inc. (ACI)

CityPlace One, Suite 300

Sands

(Last)

St. Louis

(City)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

______ (Street)

MO

(State)

4. Statement for Month/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Year)

6.	tionship of Repo ck all applicabl		s) to Issuer			_	
	 Director Officer (give t	itle below)		10% Owner Other (speci	fy below)		
7.	vidual or Joint/ ck applicable li					_	
	Form filed by C			rson		_	
	 		:========			=	
	 Table I Non		cially Owned		ed of,	=	
		2.			4. Securities Acquire Disposed of (D) (Instr. 3, 4 ar		(A) or
1. Title	Security)	action Date	Execution Date, if any (mm/dd/yy)			(A) or (D)	Price

* If the form is filed by more than one reporting person, see instruction $4 \, (b) \, (v)$.

FORM 5 (continued)

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

	2. Conver- sion or Exer- cise		3A. Deemed	Trans-	1	6. Date Exercisable and			
	Price 3. of Trans- Deriv- action ative Date	Trans- action	ion Date if	action Code (Instr. 8)	-	Expiration Date (Month/Day/Year) Date Expira-			Amount or Number
Security (Instr. 3)	Secur- ity	(mm/dd/ yy)	(mm/dd/		(A) (D)	Exer-	-		of Shares
Phantom Stoc	k 1-for-	1 (1)		A	2,815	(2)	(2) Co	ommon Stock	2,815

Explanation of Responses:

- (1) Acquired on various dates in 2002 pursuant to Arch Coal, Inc.'s Director Compensation Plan.
- (2) Payable in cash upon termination of the Reporting Person's service on Arch Coal Inc.'s Board.

By: /s/ Janet L. Horgan February 14, 2003

Janet L. Horgan, Attorney-in-fact Date

 $\ensuremath{^{\star\star}}$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.