UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2012

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to .

Commission file number: 1-13105

ArchCoal

Arch Coal, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**43-0921172** (I.R.S. Employer Identification Number)
One CityPlace Drive, Suite 300, St. Louis, Missouri (Address of principal executive offices)	**63141** (Zip code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

At May 10, 2012 there were 212,247,652 shares of the registrant's common stock outstanding.

Explanatory Note

Arch Coal, Inc. (the "Company") is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the period ended March 31, 2012, filed with the Securities and Exchange Commission on May 10, 2012 (the "Original Report"), solely for the purposes of (i) correcting certain numbers contained in Note 17 in the Original Report to conform to the financial statements reported herein and (ii) correcting the inadvertent omission in the Original Report of the number of shares, and total dollar value of such shares, available for purchase under the Company's share repurchase program. This Amendment amends and restates in their entirety Item 1 of Part I, Item 2 of Part II and Item 6 of Part II of the Original Report.

No other amendments, modifications, updates or changes are being made to the Original Report other than as described above. This Amendment speaks as of the date of the filing of the Original Report. The Company has not taken into account any other events occurring after the filing of the Original Report which might have affected any disclosures in the Original Report, nor has the Company amended, modified, updated or otherwise changed any disclosures to reflect any subsequent events.

Part I
FINANCIAL INFORMATION

Item 1. Financial Statements.

Arch Coal, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(in thousands, except per share data)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
	(Unaudited)	
Revenues	$ 1,039,651	$ 872,938
Costs, expenses and other		
Cost of sales	850,871	653,684
Depreciation, depletion and amortization	139,966	83,537
Amortization of acquired sales contracts, net	(14,017)	5,944
Selling, general and administrative expenses	30,861	30,435
Change in fair value of coal derivatives and coal trading activities, net	(3,613)	(1,784)
Other operating income, net	(18,498)	(1,116)
	985,570	770,700
Income from operations	54,081	102,238
Interest expense, net:		
Interest expense	(74,772)	(34,580)
Interest income	1,021	746
	(73,751)	(33,834)
Income before income taxes	(19,670)	68,404
Provision for (benefit from) income taxes	(21,079)	12,530
Net income	1,409	55,874
Less: Net income attributable to noncontrolling interest	(203)	(273)
Net income attributable to Arch Coal, Inc.	$ 1,206	$ 55,601
Earnings per common share		
Basic earnings per common share	$ 0.01	$ 0.34
Diluted earnings per common share	$ 0.01	$ 0.34
Weighted average shares outstanding		
Basic	211,687	162,576
Diluted	211,908	163,773
Dividends declared per common share	$ 0.11	$ 0.10

The accompanying notes are an integral part of the condensed consolidated financial statements.

Arch Coal, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(in thousands, except per share data)

	Three Months Ended March 31 2012	Three Months Ended March 31 2011
	(Unaudited)	
Net income	$ 1,409	$ 55,874
Other comprehensive income, net of income taxes:		
Pension, postretirement and other post-employment benefits, reclassifications into net income	463	573
Unrealized gains (losses) on available-for-sale securities	252	747

Unrealized gains and losses on derivatives, net of reclassifications into net income:		
Unrealized gains (losses) on derivatives	1,760	9,501
Reclassifications of (gains) losses into net income	4,825	(2,124)
Total other comprehensive income	7,300	8,697
Total comprehensive income	$ 8,709	$ 64,571

Arch Coal, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except per share data)

	March 31, 2012 (Unaudited)	December 31, 2011
Assets		
Current assets		
Cash and cash equivalents	$ 117,770	$ 138,149
Restricted cash	8,866	10,322
Trade accounts receivable	295,012	380,595
Other receivables	66,702	88,584
Inventories	488,686	377,490
Prepaid royalties	18,025	21,944
Deferred income taxes	65,531	42,051
Coal derivative assets	22,043	13,335
Other	96,484	110,304
Total current assets	1,179,119	1,182,774
Property, plant and equipment, net	7,892,733	7,949,150
Other assets		
Prepaid royalties	90,221	86,626
Goodwill	596,103	596,103
Equity investments	230,519	225,605
Other	176,423	173,701
Total other assets	1,093,266	1,082,035
Total assets	$ 10,165,118	$ 10,213,959
Liabilities and Stockholders’ Equity		
Current liabilities		
Accounts payable	$ 294,341	$ 383,782
Coal derivative liabilities	9,100	7,828
Accrued expenses and other current liabilities	357,386	348,207
Current maturities of debt and short-term borrowings	102,356	280,851
Total current liabilities	763,183	1,020,668
Long-term debt	3,967,796	3,762,297
Asset retirement obligations	432,620	446,784
Accrued pension benefits	49,378	48,244
Accrued postretirement benefits other than pension	42,784	42,309
Accrued workers’ compensation	74,012	71,948
Deferred income taxes	982,596	976,753
Other noncurrent liabilities	268,585	255,382
Total liabilities	6,580,954	6,624,385
Redeemable noncontrolling interest	11,739	11,534
Stockholders’ Equity		
Common stock	2,141	2,136
Paid-in capital	3,024,553	3,015,349
Treasury stock, at cost	(53,848)	(53,848)
Retained earnings	600,230	622,353
Accumulated other comprehensive loss	(651)	(7,950)
Total stockholders’ equity	3,572,425	3,578,040
Total liabilities and stockholders’ equity	$ 10,165,118	$ 10,213,959

The accompanying notes are an integral part of the condensed consolidated financial statements.

Arch Coal, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

(in thousands)

	Three Months Ended March 31, 2012	2011
	(Unaudited)	
Operating activities		
Net income	$ 1,409	$ 55,874
Adjustments to reconcile to cash provided by operating activities:		
Depreciation, depletion and amortization	139,966	83,537
Amortization of acquired sales contracts, net	(14,017)	5,944
Prepaid royalties expensed	8,586	8,916
Employee stock-based compensation expense	4,079	5,290
Amortization relating to financing activities	4,288	2,442
Changes in:		
Receivables	88,082	(53,586)
Inventories	(111,196)	(12,292)
Coal derivative assets and liabilities	(5,347)	(1,087)
Accounts payable, accrued expenses and other current liabilities	(66,222)	(38,054)
Income taxes, net	23,002	12,558
Deferred income taxes	(21,742)	(1,026)
Other	4,102	17,629
Cash provided by operating activities	54,990	86,145
Investing activities		
Decrease in restricted cash	1,455	—
Capital expenditures	(93,271)	(38,711)
Proceeds from dispositions of property, plant and equipment	22,105	516
Purchases of investments and advances to affiliates	(5,777)	(34,419)
Additions to prepaid royalties	(8,262)	(20,915)
Cash used in investing activities	(83,750)	(93,529)
Financing activities		
Payments to retire debt	(1,330)	—
Net increase in borrowings under lines of credit and commercial paper program	34,000	3,681
Net payments on other debt	(5,993)	(5,161)
Debt financing costs	(100)	(8)
Dividends paid	(23,327)	(16,269)
Issuance of common stock under incentive plans	5,131	768
Cash provided by (used in) financing activities	8,381	(16,989)
Decrease in cash and cash equivalents	(20,379)	(24,373)
Cash and cash equivalents, beginning of period	138,149	93,593
Cash and cash equivalents, end of period	$ 117,770	$ 69,220

The accompanying notes are an integral part of the condensed consolidated financial statements.

Arch Coal, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Arch Coal, Inc. and its subsidiaries and controlled entities (the "Company"). The Company's primary business is the production of steam and metallurgical coal from surface and underground mines located throughout the United States, for sale to utility, industrial and export markets. On June 15, 2011, the Company acquired International Coal Group, Inc. ("ICG"), as described in Note 3, "Business Combinations". The Company operates 23 mining complexes in West Virginia, Kentucky, Maryland, Virginia, Illinois, Wyoming, Colorado and Utah. All subsidiaries (except as noted below) are wholly-owned. Intercompany transactions and accounts have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and U.S. Securities and Exchange Commission regulations. In the opinion of management, all adjustments, consisting of normal, recurring accruals considered necessary for a fair presentation, have been included. Results of operations for the three period ended March 31, 2012 are not necessarily indicative of results to be expected for the year ending December 31, 2012. These financial statements should be read in conjunction with the audited financial statements and related notes as of and for the year ended December 31, 2011 included in the Company's Annual Report on Form 10-K/A filed with the U.S. Securities and Exchange Commission.

The Company owns a 99% membership interest in a joint venture named Arch Western Resources, LLC ("Arch Western") which operates coal mines in Wyoming, Colorado and Utah. The Company also acts as the managing member of Arch Western. On April 9, 2012, Delta Housing, Inc., the other member in

Arch Western, exercised their contractual right to require us to purchase their membership interests in Arch Western. The negotiation of this sale and purchase is ongoing and we expect to complete this acquisition by the end of the third quarter.

2. Accounting Policies

There is no new accounting guidance that is expected to have a significant impact on the Company's financial statements.

3. Business Combination

On June 15, 2011, the Company completed its acquisition of ICG, a leading coal producer. During the first quarter of 2012, the Company finalized the determination of the fair values of the assets acquired and liabilities assumed in the acquisition, with no material adjustments to what was recorded as of December 31, 2011.

4. Debt

	March 31, 2012	December 31, 2011
	(In thousands)	
Indebtedness to banks under credit facilities	$ 515,300	$ 481,300
6.75% senior notes ($450.0 million face value) due 2013	450,809	450,971
8.75% senior notes ($600.0 million face value) due 2016	589,463	588,974
7.00% senior notes due in 2019 at par	1,000,000	1,000,000
7.25% senior notes due 2020 at par	500,000	500,000
7.25% senior notes due 2021 at par	1,000,000	1,000,000
Other	14,580	21,903
	4,070,152	4,043,148
Less current maturities of debt and short-term borrowings	102,356	280,851
Long-term debt	$ 3,967,796	$ 3,762,297

The current maturities of debt include contractual maturities, as well as amounts borrowed that are supported by credit facilities that have a term of less than one year and amounts borrowed under credit facilities with terms longer than one year that the Company does not intend to refinance on a long-term basis, based on cash projections and management's plans.

On April 30, 2012, the Company received commitment letters with lending institutions to refinance certain indebtedness having near-term maturities and to increase the Company's liquidity in order to execute on key long-term growth initiatives, particularly the development of the Company's metallurgical coal properties. As part of the financing package, these lenders have agreed, subject to certain customary conditions, to enter into an amendment to the existing senior secured revolving credit facility which will, among other things, suspend the Company's compliance with the debt-to-EBITDA ratio and other financial covenants in the existing credit agreement over the next 24 months and replace them with minimum performance targets at levels consistent with the current coal market environment. We will also receive a $1 billion, six-year term loan facility, which will contain no financial maintenance covenants, and the maximum borrowing capacity of the revolving credit facility will be reduced from $2 billion to $1 billion. The proceeds of the term loan will be used to retire the outstanding $450.0 million aggregate principal amount of 6 ¾% Senior Notes due 2013 issued by Arch Western Finance, LLC ("Arch Western Finance"), the Company's indirect subsidiary.

On May 1, 2012, Arch Western Finance commenced a cash tender offer for any and all of its outstanding $450.0 million aggregate principal amount of 6 ¾% Senior Notes due 2013. In connection with the tender offer, Arch Western Finance is soliciting consents from the holders of the senior notes for certain proposed amendments to the indenture governing the notes that eliminates most of the covenants and certain default provisions applicable to the senior notes, as well as reduce the minimum notice period in the optional redemption provision of the senior notes from 30 days to three days If Arch Western Finance purchases less than all of the outstanding senior notes in the tender offer, it intends to redeem any senior notes that remain outstanding. The terms and conditions of the tender offer and consent solicitation are described in an Offer to Purchase and Consent Solicitation Statement (the "Statement") and a related Consent and Letter of Transmittal (the "Letter of Transmittal"), which have been sent to holders of the senior notes. The Consent Solicitation expires on May 14, 2012, prior to which the consideration for each $1,000 of principal is $1,002.50. For notes tendered after the expiration of the Consent Solicitation and before May 29, 2012, the end of the tender offer, the consideration for each $1,000 of principal is $972.50.

5. Goodwill

An approximate 20% drop in the Company's stock price during the first quarter of 2012, combined with significant decrease in thermal coal demand during the quarter, indicated that the fair value of the Company's goodwill could be less than its carrying value. Accordingly, we performed the first step of the two-step goodwill impairment test as of March 31, 2012. The fair value of all reporting units that have been assigned goodwill exceeded their respective carrying values, so no further testing was necessary. The value of our Black Thunder reporting unit, where $115.8 million of goodwill has been allocated, would be sensitive to future volume variations should thermal markets weaken further, which could cause us to perform step 2 of the test. The goodwill allocated to certain Appalachia reporting units is particularly sensitive to volatility in the demand for metallurgical coal. Should metallurgical coal markets weaken, it could cause the fair value of the reporting units to be less than their carrying value, requiring us to perform step 2 of the test for impairment. Additionally, further sustained declines in the Company's stock price below levels experienced in the first quarter would also require us to perform step-2 of the test for impairment. Performance of step 2 of the impairment test, which requires a valuation of individual assets and liabilities of the respective reporting units in order to calculate the implied fair value of goodwill could result in an impairment of goodwill.

6. Equity Investments and Membership Interests in Joint Ventures

The Company accounts for its investments and membership interests in joint ventures under the equity method of accounting if the Company has the ability to exercise significant influence, but not control, over the entity. Below are the equity method investments reflected in the condensed consolidated balance sheets:

(In thousands)	Knight Hawk Holdings, LLC (“KH”)	DKRW Advanced Fuels, LLC (“DKRW”)	Dominion Terminal Associates (“DTA”)	Tenaska Trailblazer Partners, LLC (“Tenaska”)	Millennium Bulk Terminals, LLC (“MBT”)	Tongue River Railroad, LLC (“TRR”)	Total
Balance at December 31, 2011	$ 135,225	$ 19,715	$ 16,086	$ 15,266	$ 26,324	$ 12,989	$ 225,605
Investments in affiliates	—	—	—	—	—	—	—
Advances to (distributions from) affiliates, net	(1,801)	—	925	—	2,562	675	2,361
Equity in comprehensive income (loss)	5,243	(879)	(1,254)	—	(557)	—	2,553
Balance at March 31, 2012	$ 138,667	$ 18,836	$ 15,757	$ 15,266	$ 28,329	$ 13,664	$ 230,519
Notes receivable from investees:							
Balance at December 31, 2011	$ —	$ 30,751	$ —	$ 5,059	$ —	$ —	$ 35,810
Balance at March 31, 2012	$ —	$ 33,561	$ —	$ 5,031	$ —	$ —	$ 38,592

Summarized financial information of the Company’s equity method investees follows:

(In thousands)	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Condensed combined income statement information:		
Revenues	$ 51,743	$ 44,470
Gross profit	2,475	6,084
Income from operations	(376)	3,643
Net income (loss)	(2,437)	2,283

	March 31, 2012	December 31, 2011
Condensed combined balance sheet information:		
Current assets	$ 94,811	$ 94,645
Noncurrent assets	361,918	332,124
Total assets	$ 456,729	$ 426,769
Current liabilities	$ 62,260	$ 51,953
Noncurrent liabilities	125,350	120,494
Equity	268,918	254,161
Noncontrolling interest	201	161
Total liabilities and equity	$ 456,729	$ 426,769

The Company may be required to make future contingent payments of up to $73.0 million related to development financing for certain of its equity investees. The Company’s obligation to make these payments, as well as the timing of any payments required, is contingent upon a number of factors, including project development progress, receipt of permits and construction financing.

7. Derivatives

Diesel fuel price risk management

The Company is exposed to price risk with respect to diesel fuel purchased for use in its operations. The Company anticipates purchasing approximately 75 to 80 million gallons of diesel fuel for use in its operations during 2012. To reduce the volatility in the

price of diesel fuel for its operations, the Company uses forward physical diesel purchase contracts, as well as heating oil swaps and purchased call options. At March 31, 2012, the Company had protected the price of approximately 85% of its expected purchases for the remainder of fiscal year 2012 and 50% of its first quarter of 2013 purchases.

At March 31, 2012, the Company had purchased heating oil call options for approximately 59 million gallons for the purpose of managing the price risk associated with future diesel purchases. During the first quarter of 2012 the Company determined, the effectiveness of the heating oil options could not be established as of December 31, 2011 on an ongoing basis. As a result, the amount remaining in accumulated other comprehensive income of $8.2 million, or $5.2 million net of income taxes, was recorded in earnings, in the “other income, net” line on the condensed consolidated statement of income. The out of period adjustment is not deemed material to prior period results, the expected results of the full 2012 fiscal year or for the trend of earnings of the Company.

The Company also purchased heating oil call options to hedge the fuel surcharges on its barge and rail shipments that cover increases in diesel fuel prices. These positions reduce the Company’s risk of cash flow fluctuations related to these surcharges but the positions are not accounted for as hedges. At March 31, 2012, Company held purchased call options for approximately 15.5 million gallons for the purpose of managing the fluctuations in cash flows associated with fuel surcharges on future shipments.

Coal risk management positions

The Company may sell or purchase forward contracts, swaps and options in the over-the-counter coal market in order to manage its exposure to coal prices. The Company has exposure to the risk of fluctuating coal prices related to forecasted sales or purchases of coal or to the risk of changes in the fair value of a fixed price physical sales contract. Certain derivative contracts may be designated as hedges of these risks.

At March 31, 2012, the Company held derivatives for risk management purposes that are expected to settle in the following years :

(Tons in thousands)	2012	2013	2014	2015
Coal sales	(3,025)	(1,117)	(1,440)	(720)
Coal purchases	417	—	—	—

Coal trading positions

The Company may sell or purchase forward contracts, swaps and options in the over-the-counter coal market for trading purposes. The Company is exposed to the risk of changes in coal prices on the value of its coal trading portfolio. The estimated future realization of the value of the trading portfolio is $4.3 million of losses in 2012 and $2.2 million of losses in 2013.

Tabular derivatives disclosures

The Company’s contracts with certain of its counterparties allow for the settlement of contracts in an asset position with contracts in a liability position in the event of default or termination. Such netting arrangements reduce the Company’s credit exposure related to these counterparties. For classification purposes, the Company records the net fair value of all the positions with a given counterparty as a net asset or liability in the consolidated balance sheets. The amounts shown in the table below represent the fair value position of individual contracts, regardless of the net position presented in the accompanying consolidated balance sheets. The fair value and location of derivatives reflected in the accompanying consolidated balance sheets are as follows:

Fair Value of Derivatives (In thousands)	March 31, 2012 Asset Derivative	March 31, 2012 Liability Derivative		December 31, 2011 Asset Derivative	December 31, 2011 Liability Derivative	
Derivatives Designated as Hedging Instruments						
Heating oil — diesel purchases	$ —	$ —		$ 8,997	$ —	
Coal	3,256	(218)		1,109	—	
Total	3,256	(218)		10,106	—	
Derivatives Not Designated as Hedging Instruments						
Heating oil — diesel purchases	12,869	—		—	—	
Heating oil — fuel surcharges	2,837	—		1,797	—	
Coal — held for trading purposes	26,945	(33,411)		15,505	(19,927)	
Coal	22,491	(6,119)		14,855	(6,035)	
Total	65,142	(39,530)		32,157	(25,962)	
Total derivatives	68,398	(39,748)		42,263	(25,962)	
Effect of counterparty netting	(30,648)	30,648		(18,134)	18,134	
Net derivatives as classified in the balance sheets	$ 37,750	$ (9,100)	$ 28,650	$ 24,129	$ (7,828)	$ 16,301

		March 31, 2012	December 31, 2011
Net derivatives as reflected on the balance sheets			
Heating oil	Other current assets	$ 15,707	$ 10,794
Coal	Coal derivative assets	22,043	13,335
	Coal derivative liabilities	(9,100)	(7,828)
		$ 28,650	$ 16,301

The Company had a current asset for the right to reclaim cash collateral of $15.0 million and $12.4 million at March 31, 2012 and December 31, 2011, respectively. These amounts are not included with the derivatives presented in the table above and are included in “other current assets” in the accompanying consolidated balance sheets.

The effects of derivatives on measures of financial performance are as follows for the three month periods ended March 31:

Three Months Ended March 31 Derivatives used in Fair Value Hedging Relationships (in thousands)	Hedged Items in Fair Value Hedge Relationships 2012	Hedged Items in Fair Value Hedge Relationships 2011		Loss on Hedged Items In Fair Value Hedge Relationships 2012	Loss on Hedged Items In Fair Value Hedge Relationships 2011
Coal	$ —	$ —	Firm commitments	$ —	$ —

Derivatives used in Cash Flow Hedging Relationships (in thousands)	Gain (Loss) Recognized in OCI (Effective Portion) 2012	Gain (Loss) Recognized in OCI (Effective Portion) 2011	Gains (Losses) Reclassified from OCI into Income (Effective Portion) 2012	Gains (Losses) Reclassified from OCI into Income (Effective Portion) 2011
Heating oil — diesel purchases	$ —	$ 14,258	$ —	$ 3,170 (2)

Coal sales	2,493	1,406	201	87(1)
Coal purchases	(202)	(876)	—	—(2)
Totals	$ 2,291	$ 14,788	$ 201	$ 3,257

	Gain (Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing) 2012	2011
Heating oil — diesel purchases	$ —	$ —
Coal sales	—	—
Coal purchases	—	—
Totals	$ —	$ —

	Derivatives Not Designated as Hedging Instruments 2012	2011
Coal — unrealized	$ 7,552	$ (1,045)(3)
Coal — realized	3,158	—(4)
Heating oil — diesel purchases	423	—(4)
Heating oil — fuel surcharges — unrealized	$ 367	$ —(4)

Location in Statement of Income:

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(1) — Revenues

(2) — Cost of sales

(3) — Change in fair value of coal derivatives and coal trading activities, net

(4) — Other operating income, net

The Company recognized net unrealized and realized losses of $3.9 million and net unrealized and realized gains of $2.8 million during the three months ended March 31, 2012 and 2011, respectively, related to its trading portfolio (including derivative and non-derivative contracts). These balances are included in the caption “Change in fair value of coal derivatives and coal trading activities, net” in the accompanying consolidated statements of income and are not included in the previous table.

During the next twelve months, based on fair values at March 31, 2012, gains on derivative contracts designated as hedge instruments in cash flow hedges of approximately $3.2 million are expected to be reclassified from other comprehensive income into earnings.

8. Inventories

Inventories consist of the following:

	March 31 2012	December 31 2011
	(In thousands)	
Coal	$ 298,744	$ 206,517
Repair parts and supplies	174,747	163,527
Work-in-process	15,195	7,446
	$ 488,686	$ 377,490

The repair parts and supplies are stated net of an allowance for slow-moving and obsolete inventories of $13.4 million at March 31, 2012, and $13.1 million at December 31, 2011.

9. Fair Value Measurements

The hierarchy of fair value measurements prioritizes the inputs to valuation techniques used to measure fair value. The levels of the hierarchy, as defined below, give the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

- Level 1 is defined as observable inputs such as quoted prices in active markets for identical assets. Level 1 assets include available-for-sale equity securities and coal futures that are submitted for clearing on the New York Mercantile Exchange.

- Level 2 is defined as observable inputs other than Level 1 prices. These include quoted prices for similar assets or liabilities in an active market, quoted prices for identical assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company’s level 2 assets and liabilities include commodity contracts (coal and heating oil) with fair values derived from quoted prices in over-the-counter markets or from prices received from direct broker quotes.

- Level 3 is defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. These include the Company’s commodity option contracts (primarily coal and heating oil) valued using modeling techniques, such as Black-Scholes, that require the use of inputs, particularly volatility, that are rarely observable. Changes in the unobservable inputs would not have a significant impact on the reported Level 3 fair values at March 31, 2012.

The table below sets forth, by level, the Company's financial assets and liabilities that are recorded at fair value in the accompanying condensed consolidated balance sheet:

	Fair Value at March 31, 2012			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Assets:				
Investments in equity securities	$ 7,936	$ 7,936	$ —	$ —
Derivatives	37,750	20,177	2,068	15,505
Total assets	$ 45,686	$ 28,113	$ 2,068	$ 15,505
Liabilities:				
Derivatives	$ 9,100	$ —	$ 6,836	$ 2,264

The Company's contracts with certain of its counterparties allow for the settlement of contracts in an asset position with contracts in a liability position in the event of default or termination. For classification purposes, the Company records the net fair value of all the positions with these counterparties as a net asset or liability. Each level in the table above displays the underlying contracts according to their classification in the accompanying condensed consolidated balance sheet, based on this counterparty netting.

The following table summarizes the change in the fair values of financial instruments categorized as level 3.

	Three Months Ended March 31, 2012
	(In thousands)
Balance, beginning of period	$ 6,211
Realized and unrealized losses recognized in earnings, net	2,496
Realized and unrealized losses recognized in other comprehensive income, net	—
Purchases	5,261
Issuances	—
Settlements	(727)
Ending balance	$ 13,241

Net unrealized gains during the three month period ended March 31, 2012 related to level 3 financial instruments held on March 31, 2012 were $2.8 million.

Fair Value of Long-Term Debt

At March 31, 2012 and December 31, 2011, the fair value of the Company's senior notes and other long-term debt, including amounts classified as current, was $3.9 billion and $4.2 billion, respectively. The fair values are based upon observed prices in an active market, and as such are classified as Level 1 in the fair value hierarchy.

10. Stock-Based Compensation and Other Incentive Plans

During the three months ended March 31, 2012, the Company granted options to purchase approximately 1.1 million shares of common stock with a weighted average exercise price of $13.93 per share and a weighted average grant-date fair value of $5.42 per share. The options' fair value was determined using the Black-Scholes option pricing model, using a weighted average risk-free rate of .767%, a weighted average dividend yield of 3.16% and a weighted average volatility of 60.18%. The options' expected life is 4.5 years and the options vest ratably over three years, and provide for the continuation of vesting after retirement for recipients that meet certain criteria. The expense for these options will be recognized through the date that the employee first becomes eligible to retire and is no longer required to provide service to earn all or part of the award.

The Company has a long-term incentive program that allows for the award of performance units. The total number of units earned by a participant is based on financial and operational performance measures, and may be paid out in cash or in shares of the Company's common stock. The Company recognizes compensation expense over the three-year term of the grant. Amounts unpaid for all grants under the plan totaled $7.5 million and $9.6 million as of March 31, 2012 and December 31, 2011, respectively.

11. Workers' Compensation Expense

The following table details the components of workers' compensation expense:

	Three Months Ended March 31,	
	2012	2011
	(In thousands)	
Service cost	$ 968	$ 193
Interest cost	680	254
Net amortization	277	(101)
Total occupational disease	1,925	346
Traumatic injury claims and assessments	5,176	2,325
Total workers' compensation expense	$ 7,101	$ 2,671

12. Employee Benefit Plans

The following table details the components of pension benefit costs:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
	(In thousands)	
Service cost	$ 7,596	$ 4,319
Interest cost	3,980	4,131
Expected return on plan assets	(5,538)	(5,468)
Amortization of prior service cost (credit)	(36)	47
Amortization of other actuarial losses	3,571	2,140
Net benefit cost	$ 9,573	$ 5,169

The following table details the components of other postretirement benefit costs (credits):

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
	(In thousands)	
Service cost	$ 549	$ 405
Interest cost	491	498
Amortization of prior service credits	(2,995)	(591)
Amortization of other actuarial gains	(90)	(598)
Net benefit cost (credit)	$ (2,045)	$ (287)

13. Earnings per Common Share

The following table provides the basis for earnings per share calculations by reconciling basic and diluted weighted average shares outstanding:

	Three Months Ended March 31 2012	Three Months Ended March 31 2011
	(In thousands)	
Weighted average shares outstanding:		
Basic weighted average shares outstanding	211,687	162,576
Effect of common stock equivalents under incentive plans	221	1,197
Diluted weighted average shares outstanding	211,908	163,773

The effect of options to purchase 3.0 million and 1.1 million shares of common stock were excluded from the calculation of diluted weighted average shares outstanding for the three month periods ended March 31, 2012 and 2011, respectively, because the exercise price of these options exceeded the average market price of the Company's common stock for these periods.

14. Guarantees

The Company has agreed to continue to provide surety bonds and letters of credit for the reclamation and retiree healthcare obligations of Magnum Coal Company ("Magnum") related to the properties the Company sold to Magnum on December 31, 2005. Patriot Coal Corporation ("Patriot") acquired Magnum in July 2008. The purchase agreement requires Magnum to reimburse the Company for costs related to the surety bonds and letters of credit and to use commercially reasonable efforts to replace the obligations. If the surety bonds and letters of credit related to the reclamation obligations are not replaced by Magnum within a specified period of time, Magnum must post a letter of credit in favor of the Company in the amounts of the reclamation obligations. As of March 31, 2012, Patriot has replaced $48.9 million of the surety bonds and has posted letters of credit of $16.7 million in the Company's favor. At March 31, 2012, the Company had $38.5 million of surety bonds remaining related to properties sold to Magnum. The surety bonding amounts are mandated by the state and are not directly related to the estimated cost to reclaim the properties.

Magnum also acquired certain coal supply contracts with customers who have not consented to the contracts' assignment from the Company to Magnum. The Company has committed to purchase coal from Magnum to sell to those customers at the same price it is charging the customers for the sale. Under the amended coal supply contracts, as amended, Magnum has the ability to buy out of its obligations under the contract at prices that are predetermined for the remainder of the agreement. Certain other contracts were assigned to Magnum. If Magnum is unable to supply the coal for these coal sales contracts or pay the buy out amount if elected, then the Company would be required to fulfill Magnum's delivery or payment obligations. The longest of the coal supply contracts extends to the year 2017. At market prices effective at March 31, 2012, the maximum amount to fulfill Magnum's obligations under the contracts that have not been assigned over their duration would be approximately $64.1 million, and the cost of purchasing 573 thousand tons of coal to supply the assigned and guaranteed contracts over their duration would exceed the sales price under the contracts by approximately $12.2 million. As the Company does not believe that it is probable that it would have to purchase replacement coal, no losses have been recorded in the consolidated financial statements as of March 31, 2012. However, if the Company would have to perform under these guarantees, it could potentially have a material adverse effect on the business, results of operations and financial condition of the Company.

In connection with the Company's acquisition of the coal operations of Atlantic Richfield Company (ARCO) and the simultaneous combination of the acquired ARCO operations and the Company's Wyoming operations into the Arch Western joint venture, the Company agreed to indemnify the other member of Arch Western against certain tax liabilities in the event that such liabilities arise prior to June 1, 2013 as a result of certain actions taken, including the sale or other disposition of certain properties of Arch Western, the repurchase of certain equity interests in Arch Western by Arch Western or the reduction under certain circumstances of indebtedness incurred by Arch Western in connection with the acquisition. If the Company were to become liable, the maximum amount of potential future tax payments is $16.3 million at March 31, 2012, which is not recorded as a liability in the Company's condensed consolidated financial statements. Since the indemnification is dependent upon the initiation of activities within the Company's control and the Company does not intend to initiate such activities, it is remote that the Company will become liable for any obligation related to this indemnification. However, if such indemnification obligation were to arise, it could potentially have a material adverse effect on the business, results of operations and financial condition of the Company.

15. Contingencies

Allegheny Energy Supply ("Allegheny"), the sole customer of coal produced at the Company's subsidiary Wolf Run Mining Company's ("Wolf Run") Sycamore No. 2 mine, filed a lawsuit against Wolf Run, Hunter Ridge Holdings, Inc. ("Hunter Ridge"), and ICG in state court in Allegheny County, Pennsylvania on December 28, 2006, and amended its complaint on April 23, 2007. Allegheny claimed that Wolf Run breached a coal supply contract when it declared force majeure under the contract upon idling the Sycamore No. 2 mine in the third quarter of 2006, and that Wolf Run continued to breach the contract by failing to ship in volumes referenced in the contract. The Sycamore No. 2 mine was idled after encountering adverse geologic conditions and abandoned gas wells that were previously unidentified and unmapped. After extensive searching for gas wells and rehabilitation of the mine, it was re-opened in 2007, but with notice to Allegheny that it would necessarily operate at reduced volumes in order to safely and effectively avoid the many gas wells within the reserve. The amended complaint also alleged that the production stoppages constitute a breach of the guarantee agreement by Hunter Ridge and breach of certain representations made upon entering into the contract in early 2005. Allegheny voluntarily dropped the breach of representation claims later. Allegheny claimed that it would incur costs in excess of $100 million to purchase replacement coal over the life of the contract. ICG, Wolf Run and Hunter Ridge answered the amended complaint on August 13, 2007, disputing all of the remaining claims.

On November 3, 2008, ICG, Wolf Run and Hunter Ridge filed an amended answer and counterclaim against the plaintiffs seeking to void the coal supply agreement due to, among other things, fraudulent inducement and conspiracy. On September 23, 2009, Allegheny filed a second amended complaint alleging several alternative theories of liability in its effort to extend contractual liability to ICG, which was not a party to the original contract and did not exist at the time Wolf Run and Allegheny entered into the contract. No new substantive claims were asserted. ICG answered the second amended complaint on October 13, 2009, denying all of the new claims ICG's counterclaim was dismissed on motion for summary judgment entered on May 11, 2010. Allegheny's claims against ICG were also dismissed by summary judgment, but the claims against Wolf Run and Hunter Ridge were not. The court conducted a non-jury trial of this matter beginning on January 10, 2011 and concluding on February 1, 2011. At the trial, Allegheny presented its evidence for breach of contract and claimed that it is entitled to past and future damages in the aggregate of between $228.0 million and $377.0 million. Wolf Run and Hunter Ridge presented their defense of the claims, including evidence with respect to the existence of force majeure conditions and excuse under the contract and applicable law. Wolf Run and Hunter Ridge presented evidence that Allegheny's damages calculations were significantly inflated because it did not seek to determine damages as of the time of the breach and in some instances artificially assumed future non-delivery or did not take into account the apparent requirement to supply coal in the future. On May 2, 2011, the trial court entered a Memorandum and Verdict determining that Wolf Run had breached the coal supply contract and that the performance shortfall was not excused by force majeure. ICG and Allegheny filed post-verdict motions in the trial court and on August 23, 2011, the court denied the parties' motions. The court entered a final judgment on August 25, 2011, in the amount of $104.1 million, which included pre-judgment interest. The parties appealed the lower court's decision to the

Superior Court of Pennsylvania. Wolf Run and Hunter Ridge have filed an appeal bond in the amount of $124.9 million. Briefing is complete and oral argument is scheduled for May 16, 2012.

As of March 31, 2012 and December 31, 2011, the Company had accrued $109.8 million and $108.3 million, respectively, for this lawsuit, including interest. The ultimate resolution of this matter could result in an outcome which may be materially different than what the Company has accrued.

In addition, the Company is a party to numerous claims and lawsuits with respect to various matters. The Company provides for costs related to contingencies when a loss is probable and the amount is reasonably determinable. After conferring with counsel, it is the opinion of management that the ultimate resolution of pending claims, other than as noted above, will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

16. Segment Information

The Company has three reportable business segments, which are based on the major coal producing basins in which the Company operates. Each of these reportable business segments includes a number of mine complexes. The Company manages its coal sales by coal basin, not by individual mine complex. Geology, coal transportation routes to customers, regulatory environments and coal quality are characteristic to a basin. Accordingly, market and contract pricing have developed by coal basin. Mine operations are evaluated based on their per-ton operating costs (defined as including all mining costs but excluding pass-through transportation expenses), as well as on other non-financial measures, such as safety and environmental performance. The Company's reportable segments are the Powder River Basin (PRB) segment, with operations in Wyoming; the Western Bituminous (WBIT) segment, with operations in Utah, Colorado and southern Wyoming; the Appalachia (APP) segment, with operations in West Virginia, Kentucky, Maryland and Virginia. The Appalachia segment includes the acquired ICG operations in Appalachia, as well as the Company's previous Central Appalachia segment. The "Other" operating segment represents primarily the Company's Illinois operations and ADDCAR subsidiary, which manufactures and sells its patented highwall mining system.

Operating segment results for the three months ended March 31, 2012 and 2011 are presented below. Results for the reportable segments include all direct costs of mining, including all depreciation, depletion and amortization related to the mining operations, even if the assets are not recorded at the operating segment level. See discussion of segment assets below. Corporate, Other and Eliminations includes the change in fair value of coal derivatives and coal trading activities, net; corporate overhead; land management; other support functions; and the elimination of intercompany transactions.

The asset amounts below represent an allocation of assets used in the segments' cash-generating activities. The amounts in Corporate, Other and Eliminations represent primarily corporate assets (cash, receivables, investments, plant, property and equipment) as well as unassigned coal reserves, above-market acquired sales contracts and other unassigned assets.

(in thousands)	PRB	APP	WBIT	Other Operating Segments	Corporate, Other and Eliminations	Consolidated
Three months ended March 31, 2012						
Revenues	$ 401,177	$ 469,058	$ 144,559	$ 24,857	$ —	$ 1,039,651
Income (loss) from operations	32,543	15,835	31,241	(3,750)	(21,788)	54,081
Total assets	2,263,517	4,640,344	752,197	940,245	1,568,815	10,165,118

Depreciation, depletion and amortization	41,223	76,017	18,600	3,687	439	139,966
Amortization of acquired sales contracts, net	(816)	(13,088)	—	(113)	—	(14,017)
Capital expenditures	3,986	66,303	15,137	5,644	2,201	93,271
Three months ended March 31, 2011						
Revenues	$ 393,113	$ 155,439	$ 324,386	$ —	$ —	$ 872,938
Income from operations	46,874	26,892	54,394	—	(25,922)	102,238
Total assets	2,244,173	683,949	710,324	—	1,261,532	4,899,978
Depreciation, depletion and amortization	41,691	20,529	21,016	—	301	83,537
Amortization of acquired sales contracts, net	5,944	—	—	—	—	5,944
Capital expenditures	2,838	11,777	17,302	—	6,794	38,711

A reconciliation of segment income from operations to consolidated income before income taxes follows:

	Three Months Ended March 31 2012	2011
	(In thousands)	
Income from operations	$ 54,081	$ 102,238
Interest expense	(74,772)	(34,580)
Interest income	1,021	746
Income before income taxes	$ (19,670)	$ 68,404

17. Supplemental Condensed Consolidating Financial Information

Pursuant to the indentures governing Arch Coal, Inc.'s senior notes, certain wholly-owned subsidiaries of the Company have fully and unconditionally guaranteed the senior notes on a joint and several basis. The following tables present condensed consolidating financial information for (i) the Company, (ii) the issuer of the senior notes, (iii) the guarantors under the senior notes, and (iv) the entities which are not guarantors under the senior notes (Arch Western Resources, LLC and its subsidiaries, Arch Receivable Company, LLC and the Company's subsidiaries outside the U.S.):

Condensed Consolidating Statements of Income
Three Months Ended March 31, 2012

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
			(In thousands)		
Revenues	$ —	$ 498,728	$ 540,923	$ —	$ 1,039,651
Costs, expenses and other					
Cost of sales	2,964	425,009	448,054	(25,156)	850,871
Depreciation, depletion and amortization	1,217	100,006	38,744	(1)	139,966
Amortization of acquired sales contracts, net	—	(13,201)	(816)	—	(14,017)
Selling, general and administrative expenses	18,642	1,987	12,046	(1,814)	30,861
Change in fair value of coal derivatives and coal trading activities, net	—	(3,613)	—	—	(3,613)
Other operating (income) expense, net	(3,110)	(37,700)	(4,659)	26,971	(18,498)
	19,713	472,488	493,369	—	985,570
Income from investment in subsidiaries	77,312	—	—	(77,312)	—
Income from operations	57,599	26,240	47,554	(77,312)	54,081
Interest expense, net:					
Interest expense	(82,096)	(1,179)	(11,344)	19,847	(74,772)
Interest income	4,827	248	15,793	(19,847)	1,021
	(77,269)	(931)	4,449	—	(73,751)
Income (loss) before income taxes	(19,670)	25,309	52,003	(77,312)	(19,670)
Benefit from income taxes	(22,660)	—	1,581	—	(21,079)
Net income	2,990	25,309	50,422	(77,312)	1,409
Less: Net income attributable to noncontrolling interest	(203)	—	—	—	(203)
Net income attributable to Arch Coal	$ 2,787	$ 25,309	$ 50,422	$ (77,312)	$ 1,206
Total comprehensive income	$ 3,948	$ 27,242	$ 54,831	$ (77,312)	$ 8,709

Condensed Consolidating Statements of Income
Three Months Ended March 31, 2011

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
Revenues	$ —	$ 338,533	$ 534,405	$ —	$ 872,938
Costs, expenses and other					
Cost of sales	3,279	251,884	423,323	(24,802)	653,684
Depreciation, depletion and amortization	672	43,277	39,588	—	83,537
Amortization of acquired sales contracts, net	—	—	5,944	—	5,944
Selling, general and administrative expenses	20,336	1,883	9,913	(1,697)	30,435
Change in fair value of coal derivatives and coal trading activities, net	—	(1,784)	—	—	(1,784)
Other operating (income) expense, net	(4,567)	(27,456)	4,408	26,499	(1,116)
	19,720	267,804	483,176	—	770,700
Income from investment in subsidiaries	125,003	—	—	(125,003)	—
Income from operations	105,283	70,729	51,229	(125,003)	102,238
Interest expense, net:					
Interest expense	(40,621)	(714)	(10,982)	17,737	(34,580)
Interest income	3,742	296	14,445	(17,737)	746
	(36,879)	(418)	3,463	—	(33,834)
Income (loss) before income taxes	68,404	70,311	54,692	(125,003)	68,404
Benefit from income taxes	12,530	—	—	—	12,530
Net income	55,874	70,311	54,692	(125,003)	55,874
Less: Net income attributable to noncontrolling interest	(273)	—	—	—	(273)
Net income attributable to Arch Coal	$ 55,601	$ 70,311	$ 54,692	$ (125,003)	$ 55,601
Total comprehensive income	$ 66,372	$ 70,253	$ 52,949	$ (125,003)	$ 64,571

Condensed Consolidating Balance Sheets
March 31, 2012

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
Assets					
Cash and cash equivalents	$ 35,196	$ 308	$ 82,266	$ —	$ 117,770
Restricted cash-retirement of ICG obligations	8,866	—	—	—	8,866
Receivables	46,832	20,771	295,844	(1,733)	361,714
Inventories	—	256,896	231,790	—	488,686
Other	108,080	79,817	14,186	—	202,083
Total current assets	198,974	357,792	624,086	(1,733)	1,179,119
Property, plant and equipment, net	29,966	6,367,590	1,495,177	—	7,892,733
Investment in subsidiaries	8,886,286	—	—	(8,886,286)	—
Intercompany receivables	(1,443,557)	(41,436)	1,484,993	—	—
Note receivable from Arch Western	225,000	—	—	(225,000)	—
Other	450,008	626,788	16,470	—	1,093,266
Total other assets	8,117,737	585,352	1,501,463	(9,111,286)	1,093,266
Total assets	$ 8,346,677	$ 7,310,734	$ 3,620,726	$ (9,113,019)	$ 10,165,118
Liabilities and Stockholders' Equity					
Accounts payable	$ 26,036	$ 134,697	$ 133,608	$ —	$ 294,341
Accrued expenses and other current liabilities	98,109	110,821	159,289	(1,733)	366,486
Current maturities of debt and short-term borrowings	10,876	1,180	90,300	—	102,356
Total current liabilities	135,021	246,698	383,197	(1,733)	763,183
Long-term debt	3,514,463	2,524	450,809		3,967,796

Note payable to Arch Coal	—	—	225,000	(225,000)	—
Asset retirement obligations	891	142,014	289,715	—	432,620
Accrued pension benefits	21,409	4,001	23,968	—	49,378
Accrued postretirement benefits other than pension	13,731	6,272	22,781	—	42,784
Accrued workers' compensation	21,350	45,823	6,839	—	74,012
Deferred income taxes	905,635	76,961	—	—	982,596
Other noncurrent liabilities	150,013	64,098	54,474	—	268,585
Total liabilities	4,762,513	588,391	1,456,783	(226,733)	6,580,954
Redeemable noncontrolling interest	11,739	—	—	—	11,739
Stockholders' equity	3,572,425	6,722,343	2,163,943	(8,886,286)	3,572,425
Total liabilities and stockholders' equity	$ 8,346,677	$ 7,310,734	$ 3,620,726	$ (9,113,019)	$ 10,165,118

Condensed Consolidating Balance Sheets
December 31, 2011
(unaudited)

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
Assets					
Cash and cash equivalents	$ 61,375	$ 332	$ 76,442	$ —	$ 138,149
Restricted cash-retirement of ICG obligations	10,322	—	—	—	10,322
Receivables	65,187	22,037	383,572	(1,617)	469,179
Inventories	—	207,050	170,440	—	377,490
Other	81,732	83,122	22,780	—	187,634
Total current assets	218,616	312,541	653,234	(1,617)	1,182,774
Property, plant and equipment, net	21,241	6,403,658	1,524,251	—	7,949,150
Investment in subsidiaries	8,805,731	—	—	(8,805,731)	—
Intercompany receivables	(1,457,864)	7,010	1,450,854	—	—
Note receivable from Arch Western	225,000	—	—	(225,000)	—
Other	184,266	884,613	13,156	—	1,082,035
Total other assets	7,757,133	891,623	1,464,010	(9,030,731)	1,082,035
Total assets	$ 7,996,990	$ 7,607,822	$ 3,641,495	$ (9,032,348)	$ 10,213,959
Liabilities and Stockholders' Equity					
Accounts payable	$ 25,409	$ 175,196	$ 183,177	$ —	$ 383,782
Accrued expenses and other current liabilities	75,133	115,685	166,834	(1,617)	356,035
Current maturities of debt and short-term borrowings	172,564	1,987	106,300	—	280,851
Total current liabilities	273,106	292,868	456,311	(1,617)	1,020,668
Long-term debt	3,308,674	2,652	450,971		3,762,297
Note payable to Arch Coal	—	—	225,000	(225,000)	—
Asset retirement obligations	877	140,861	305,046	—	446,784
Accrued pension benefits	19,198	4,203	24,843	—	48,244
Accrued postretirement benefits other than pension	13,843	6,271	22,195	—	42,309
Accrued workers' compensation	17,272	48,111	6,565	—	71,948
Deferred income taxes	621,483	355,270	—	—	976,753
Other noncurrent liabilities	152,963	64,795	37,624	—	255,382
Total liabilities	4,407,416	915,031	1,528,555	(226,617)	6,624,385
Redeemable noncontrolling interest	11,534	—	—	—	11,534
Stockholders' equity	3,578,040	6,692,791	2,112,940	(8,805,731)	3,578,040
Total liabilities and stockholders' equity	$ 7,996,990	$ 7,607,822	$ 3,641,495	$ (9,032,348)	$ 10,213,959

Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2012
(unaudited)

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
Cash provided by (used in) operating activities	$ (18,535)	$ 34,078	$ 39,447	$ —	$ 54,990
Investing Activities					
Change in restricted cash	1,455	—	—	—	1,455
Capital expenditures	(1,177)	(73,657)	(18,437)	—	(93,271)
Proceeds from dispositions of property, plant and equipment	—	546	21,559	—	22,105
Purchases of investments and advances to affiliates	(3,619)	(3,488)	—	1,330	(5,777)

Additions to prepaid royalties	—	(4,818)	(3,444)		(8,262)
Cash used in investing activities	(3,341)	(81,417)	(322)	1,330	(83,750)
Financing Activities					
Payments to retire ICG debt	—	(1,330)	—	—	(1,330)
Net decrease in borrowings under lines of credit and commercial paper program	34,000	—	—	—	34,000
Net proceeds from other debt	(5,993)	—	—	—	(5,993)
Debt financing costs	(54)	—	(46)	—	(100)
Dividends paid	(23,327)	—	—	—	(23,327)
Issuance of common stock under incentive plans	5,131	—	—	—	5,131
Transactions with affiliates, net	(14,060)	47,315	(33,255)	—	—
Cash provided by (used in) financing activities	(4,303)	47,315	(33,301)	(1,330)	8,381
Increase (decrease) in cash and cash equivalents	(26,179)	(24)	5,824	—	(20,379)
Cash and cash equivalents, beginning of period	61,375	332	76,442	—	138,149
Cash and cash equivalents, end of period	$ 35,196	$ 308	$ 82,266	$ —	$ 117,770

Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2011

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
		(In thousands)		
Cash provided by (used in) operating activities	$ (75,477)	$ 144,796	$ 16,826	$ 86,145
Investing Activities				
Capital expenditures	(900)	(23,615)	(14,196)	(38,711)
Proceeds from dispositions of property, plant and equipment	—	502	14	516
Purchases of investments and advances to affiliates	(9,529)	(24,890)	—	(34,419)
Additions to prepaid royalties	—	(20,915)	—	(20,915)
Cash used in investing activities	(10,429)	(68,918)	(14,182)	(93,529)
Financing Activities				
Net decrease in borrowings under lines of credit and commercial paper program	—	—	3,681	3,681
Net proceeds from other debt	(5,161)	—	—	(5,161)
Debt financing costs	—	—	(8)	(8)
Dividends paid	(16,269)	—	—	(16,269)
Issuance of common stock under incentive plans	768	—	—	768
Transactions with affiliates, net	95,911	(75,893)	(20,018)	—
Cash provided by (used in) financing activities	75,249	(75,893)	(16,345)	(16,989)
Increase (decrease) in cash and cash equivalents	(10,657)	(15)	(13,701)	(24,373)
Cash and cash equivalents, beginning of period	13,713	64	79,816	93,593
Cash and cash equivalents, end of period	$ 3,056	$ 49	$ 66,115	$ 69,220

PART II
OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In September 2006, our board of directors authorized a share repurchase program for the purchase of up to 14,000,000 shares of our common stock. There is no expiration date on the current authorization, and we have not made any decisions to suspend or cancel purchases under the program. As of March 31, 2012, there were 10,925,800 shares of our common stock available for purchase under this program. We did not purchase any shares of our common stock under this program during the quarter ended March 31, 2012. Based on the closing price of our common stock as reported on the New York Stock Exchange on May 7, 2012 the approximate dollar value of our common stock that may yet be purchased under this program was $88.3 million.

Item 6. Exhibits.

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q:

+ 10.1	Form of Non-Qualified Stock Option Agreement
+ 10.2	Form of Restricted Stock Unit Contract
+ 10.3	Form of Restricted Stock Unit Contract for Non-Employee Directors
+ 10.4	Form of Performance Unit Contract
+ 12.1	Computation of ratio of earnings to combined fixed charges and preference dividends.
31.1	Rule 13a-14(a)/15d-14(a) Certification of John Eaves.
31.2	Rule 13a-14(a)/15d-14(a) Certification of John T. Drexler.

32.1	Section 1350 Certification of John Eaves.
32.2	Section 1350 Certification of John T. Drexler.
+ 95	Mine Safety Disclosure Exhibit
101	Interactive Data File

+ Previously filed as an exhibit to Arch Coal, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2012, as filed on May 10, 2012.

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, thereunto duly authorized.

Arch Coal, Inc.

By: /s/ John T. Drexler
John T. Drexler
Senior Vice President and Chief Financial Officer

May 11, 2012

Exhibit 31.1

Certification

I, John W. Eaves, certify that:

1. I have reviewed this Amendment No. 1 to quarterly report on Form 10-Q of Arch Coal, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ John W. Eaves
John W. Eaves
President and Chief Executive Officer

Date: May 11, 2012

Certification

I, John T. Drexler, certify that:

1. I have reviewed this Amendment No. 1 to quarterly report on Form 10-Q of Arch Coal, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ John T. Drexler

John T. Drexler
Senior Vice President and Chief Financial Officer
Date: May 11, 2012

Exhibit 32.1

Certification of Periodic Financial Reports

I, John W. Eaves, President and Chief Executive Officer of Arch Coal, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Arch Coal, Inc.

/s/ John W. Eaves
John W. Eaves
President and Chief Executive Officer

Date: May 11, 2012

Exhibit 32.2

Certification of Periodic Financial Reports

I, John T. Drexler, Senior Vice President and Chief Financial Officer of Arch Coal, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Arch Coal, Inc.

/s/ John T. Drexler
John T. Drexler
Senior Vice President and Chief Financial Officer
Date: May 11, 2012