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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934
(Amendment No. 1)

Arch Coal, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

5% Perpetual Cumulative Convertible Preferred Stock

(Liquidation Preference \$50.00 Per Share)
(Title of Class of Securities)

039380 20 9

(CUSIP Number of Class of Securities)

Robert G. Jones

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

One CityPlace Drive, Suite 300
St. Louis, Missouri 61341
(314) 994-2700

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Ronald D. West

Kirkpatrick & Lockhart Nicholson Graham LLP
Henry W. Oliver Building
535 Smithfield Street
Pittsburgh, Pennsylvania 15222-2312
(412) 355-6500

CALCULATION OF FILING FEE:

Transaction Valuation(1)	Amount of Filing Fee
\$10,062,246	\$1,076.66

(1) Estimated solely for the purpose of calculating the registration fee based on the product of (i) \$75.15, which is the average of high and low prices per share of Arch Coal, Inc.'s Common Stock, \$.01 par value, as reported on the New York Stock Exchange on November 29, 2005, and (ii) 134,522 shares of Arch Coal, Inc.'s Common Stock, which represents the maximum number of shares of Arch Coal, Inc.'s Common Stock that may be issued as the premium pursuant to the conversion offer, if the conversion offer expired on November 30, 2005, upon the conversion of up to 2,874,926 shares of Arch Coal's 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) validly tendered and accepted for conversion in the conversion offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$1,076.66
Form or Registration No.:	Schedule TO
Filing Party:	Arch Coal, Inc.
Date Filed:	December 1, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate box(es) below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 1, 2005 (the "Schedule TO") relates to an offer by Arch Coal, Inc., a Delaware corporation (the "Company"), to deliver a premium, payable in shares of the Company's Common Stock, \$.01 par value ("Common Stock"), for each share of the Company's 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) ("Preferred Stock") validly tendered and accepted for conversion (the "Conversion Offer") pursuant to the terms and subject to the conditions described in the offering circular, dated November 30, 2005 (the "Offering Circular"), the Offering Circular Supplement, dated December 5, 2005 (the "Offering Circular Supplement"), and the accompanying letter of transmittal. The Offering Circular, the Offering Circular Supplement and the accompanying letter of transmittal are exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C), respectively, hereto.

The information set forth in the Offering Circular, the Offering Circular Supplement and the accompanying letter of transmittal, is hereby expressly incorporated herein by reference in response to all items required in this Schedule TO.

This Amendment No. 1 to the Schedule TO amends the Schedule TO in order to reflect the Company's change of the formula set forth in the Offering Circular for calculating the number of shares that will be paid as a premium in the Conversion Offer for each share of Preferred Stock validly tendered and accepted for conversion. Accordingly, this Amendment No. 1 to the Schedule TO amends Items 4, 7 and 12 of the Schedule TO.

Item 4. Terms of the Transaction.

(a) The information set forth under the captions "Summary – The Conversion Offer," "Questions and Answers about the Conversion Offer," "The Conversion Offer," "Comparison of Rights of Holders of Our Preferred Stock and Holders of Our Common Stock," "Description of Capital Stock" and "Material United States Federal Income Tax Consequences" in the Offering Circular, as well as the information set forth in the related letter of transmittal and in the Offering Circular Supplement, is incorporated herein by reference.

(b) To the Company's knowledge, no shares of Preferred Stock are owned by any officer, director or affiliate of the Company, and therefore no such persons will participate in the Conversion Offer. See the information set forth under the caption "Interests of Directors and Officers" in the Offering Circular, which is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

(a) The information set forth under the captions "Summary – The Conversion Offer," "Questions and Answers about the Conversion Offer – What will I receive in the conversion offer if I validly tender shares of Preferred Stock and they are accepted for conversion?" and "The Conversion Offer – Terms of the Conversion Offer" in the Offering Circular and the information set forth in the Offering Circular Supplement is incorporated herein by reference.

(b) Not applicable.

(d) Not applicable.

Item 12. Exhibits.

The following are attached as exhibits to this Schedule TO:

- | | |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(1)(A) | Offering Circular, dated November 30, 2005 (incorporated herein by reference to Exhibit (a)(1)(A) to the Schedule TO). |
| (a)(1)(B) | Offering Circular Supplement, dated December 5, 2005. |
| (a)(1)(C) | Form of Letter of Transmittal (incorporated herein by reference to Exhibit (a)(1)(B) to the Schedule TO). |
| (a)(1)(D) | Form of Letter to DTC Participants. |
| (a)(1)(E) | Form of Letter to Clients for use by brokers, dealers, commercial banks, trust companies and other nominees. |
| (a)(2) | Not applicable. |
| (a)(3) | Not applicable. |
| (a)(4) | Not applicable. |
| (a)(5) | Press Release, dated December 1, 2005 (incorporated herein by reference to Exhibit (a)(5) to the Schedule TO). |
| (b) | Not applicable. |
| (d) | Form of Rights Agreement, dated March 3, 2000 (incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A filed on March 9, 2000). |
| (g) | Not applicable. |
| (h) | Not applicable. |

SIGNATURES

After due 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.

Arch Coal, Inc.

By: /s/ ROBERT J. MESSEY

Name: Robert J. Messey

Title: Senior Vice President and Chief Financial Officer

Dated: December 5, 2005

OFFERING CIRCULAR SUPPLEMENT



Arch Coal, Inc.

**Offer to Pay a Premium Upon the Conversion
of up to an Aggregate of 2,874,926 Shares of Its
5% Perpetual Cumulative Convertible Preferred Stock
(Liquidation Preference \$50.00 Per Share) to Common Stock
CUSIP No. 039380 20 9
ISIN No. US0393802097**

This offering circular supplement relates to the offer by Arch Coal, Inc., a Delaware corporation (the "Company"), to pay a premium to holders of any and all of its outstanding 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) ("Preferred Stock") who elect to convert their shares of Preferred Stock to the Company's Common Stock, \$.01 par value ("Common Stock"), in accordance with the terms of the Preferred Stock and upon the terms and subject to the conditions set forth in the Company's offering circular, dated November 30, 2005 (the "Offering Circular"), and in the accompanying letter of transmittal. This offering circular supplement updates the Offering Circular and should be read in conjunction with the Offering Circular.

The Company has determined to change the formula set forth in the Offering Circular for calculating the number of shares that will be paid as a premium in the conversion offer for each share of Preferred Stock validly tendered and accepted for conversion. As changed, the premium offered in the conversion offer is an amount of shares of our Common Stock valued at \$3.50, as determined by dividing (i) \$3.50 by (ii) the volume-weighted average of the reported sales prices on the New York Stock Exchange of our Common Stock during the five trading days ending at the close of the second trading day prior to the expiration of the conversion offer (including any extension), per share of Preferred Stock validly tendered and accepted for conversion. Other than this change to the formula used to determine the number of shares of Common Stock that you will receive as a premium if you participate in the conversion offer, the terms and conditions set forth in the Offering Circular remain in effect, including the expiration of the conversion offer at 12:00 midnight, New York City time, on December 29, 2005, unless extended or earlier terminated.

Enclosed is a new letter of transmittal for your Preferred Stock. If you have not already returned a completed letter of transmittal with respect to your Preferred Stock, please complete the enclosed letter of transmittal if you wish to participate in the conversion offer. If you have already returned a completed letter of transmittal, you do not need to return the enclosed letter of transmittal unless you wish to change the information set forth in the letter of transmittal that you have already returned. This new letter of transmittal, when received, will supersede your earlier letter of transmittal. In any event, you may validly withdraw shares of Preferred Stock that you have already tendered or that you may tender at any time prior to the expiration date of the conversion offer. In addition, if not previously returned, you may withdraw any shares of Preferred Stock that you tender that are not accepted by us for conversion before January 30, 2006, which is 40 business days from the commencement of the conversion offer. For a withdrawal of shares of Preferred Stock to be effective, you must comply with the appropriate procedures of DTC's ATOP system prior to the expiration date or, if not accepted by us before January 30, 2006, the 40th business day after the commencement of the conversion offer. Any notice of withdrawal must identify the shares of Preferred Stock to be withdrawn, including the name and number of the account at DTC to be credited and otherwise comply with the procedures of DTC.

If you have questions regarding the procedures for tendering in the conversion offer or require assistance in tendering your shares of Preferred Stock, please contact American Stock Transfer & Trust Company, the information agent for the conversion offer, at (718) 921-8317 or toll-free at (877) 248-6417. If you would like additional copies of this offering circular supplement, the Offering Circular, our annual, quarterly and current reports, proxy statement and other information that we incorporate by reference in the Offering Circular, please contact either the information agent at either telephone number set forth above or Investor Relations at Arch Coal at (314) 994-2700. Holders of Preferred Stock may also contact their brokers, dealers, commercial banks, trust companies or other nominees through which they hold their Preferred Stock with questions and requests for assistance.

The date of this offering circular supplement is December 5, 2005.

ARCH COAL, INC.

LETTER TO THE DEPOSITORY TRUST COMPANY PARTICIPANTS

**Offer to Pay a Premium Upon the Conversion
of up to an Aggregate of 2,874,926 Shares of Its
5% Perpetual Cumulative Convertible Preferred Stock
(Liquidation Preference \$50.00 Per Share)**

CUSIP No. 039380 20 9

ISIN No. US0393802097

**Pursuant to the Offering Circular dated November 30, 2005
and the Offering Circular Supplement dated December 5, 2005**

**THE CONVERSION OFFER WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME,
ON DECEMBER 29, 2005 (THE "EXPIRATION DATE"), UNLESS THE CONVERSION
OFFER IS EXTENDED OR EARLIER TERMINATED.**

SHARES OF 5% PERPETUAL CUMULATIVE CONVERTIBLE PREFERRED STOCK (LIQUIDATION PREFERENCE \$50.00 PER SHARE) ("PREFERRED STOCK") TENDERED IN THE CONVERSION OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION DATE (AS IT MAY BE EXTENDED). IN ADDITION, YOU MAY WITHDRAW ANY TENDERED SHARES OF PREFERRED STOCK AFTER JANUARY 30, 2006, IF WE HAVE NOT ACCEPTED THEM FOR CONVERSION.

To Depository Trust Company Participants:

We are enclosing herewith the documents listed below relating to the offer by Arch Coal, Inc., a Delaware corporation (the "*Company*"), to pay a premium to holders of any and all of the outstanding Preferred Stock who elect to convert their shares of Preferred Stock to the Company's Common Stock, \$.01 par value ("*Common Stock*"), in accordance with the terms of the Preferred Stock and upon the terms and subject to the conditions set forth in the Company's Offering Circular, dated November 30, 2005 (the "*Offering Circular*"), in the Company's Offering Circular Supplement, dated December 5, 2005 (the "*Offering Circular Supplement*"), and in the accompanying letter of transmittal (the "*Letter of Transmittal*"). The premium offered in this conversion offer is an amount of shares of our Common Stock valued at \$3.50, as determined by dividing (i) \$3.50 by (ii) the volume-weighted average of the reported sales prices on the New York Stock Exchange of our Common Stock during the five trading days ending at the close of the second trading day prior to the expiration of this conversion offer (including any extension), per share of Preferred Stock validly tendered and accepted for conversion. Holders who validly tender shares of Preferred Stock for conversion will receive the premium in addition to the number of shares of Common Stock issuable upon conversion pursuant to the conversion terms of the Preferred Stock. As of the date of the Offering Circular, the conversion ratio for the Preferred Stock was 2.3985 shares of our Common Stock for each share of Preferred Stock validly converted. On November 29, 2005, 2,874,926 shares of our Preferred Stock were outstanding. Certain terms used but not defined herein have the meanings ascribed to them in the Offering Circular.

The Company is requesting that you contact your clients for whom you hold shares of our Preferred Stock through your account with The Depository Trust Company ("*DTC*") regarding the Conversion Offer. For your information and for forwarding to your clients for whom you hold shares of our Preferred Stock through your DTC account, enclosed herewith are copies of the following documents:

1. Offering Circular and Offering Circular Supplement;
 2. Letter of Transmittal (together with accompanying Substitute Form W-9 and related Guidelines); and
 3. Letter that may be sent to your clients for whose accounts you hold shares of Preferred Stock through your DTC account, which contains a form that may be sent from your clients to you with such clients' instruction with regard to the Conversion Offer.
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We urge you to contact your clients promptly. Please note that the Conversion Offer will expire on the Expiration Date, unless extended or earlier terminated. The Conversion Offer is subject to certain conditions. Please see the section of the Offering Circular entitled “The Conversion Offer — Conditions to the Conversion Offer.”

To participate in the Conversion Offer, a duly executed and properly completed Letter of Transmittal (or facsimile thereof or agent’s message in lieu thereof), with any required signature guarantees and any other required documents, should be sent to the conversion agent, and the book-entry transfer procedures should be complied with, all in accordance with the instructions set forth in the Letter of Transmittal and the Offering Circular.

The Company will not pay any fee, commission or expense to any broker or dealer or to any other persons (other than the dealer manager, the exchange agent and the information agent) in connection with the solicitation of tenders of shares of Preferred Stock pursuant to the Conversion Offer.

Additional copies of the enclosed materials may be obtained from the conversion agent by calling American Stock Transfer & Trust Company at (800) 937-5449.

Very truly yours,

ARCH COAL, INC.

NOTHING HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS AN AGENT OF THE COMPANY OR THE CONVERSION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF EITHER OF THEM WITH RESPECT TO THE CONVERSION OFFER, EXCEPT FOR STATEMENTS EXPRESSLY MADE IN THE OFFERING CIRCULAR OR THE ACCOMPANYING LETTER OF TRANSMITTAL.

ARCH COAL, INC.

LETTER TO CLIENTS

**Offer To Pay a Premium Upon The Conversion
of up to an Aggregate of 2,874,926 Shares of Its
5% Perpetual Cumulative Convertible Preferred Stock
(Liquidation Preference \$50.00 Per Share)**

CUSIP No. 039380 20 9

ISIN No. US0393802097

**Pursuant to the Offering Circular dated November 30, 2005
and the Offering Circular Supplement dated December 5, 2005**

**THE CONVERSION OFFER WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME,
ON DECEMBER 29, 2005 (THE "EXPIRATION DATE"), UNLESS THE CONVERSION
OFFER IS EXTENDED OR EARLIER TERMINATED.**

SHARES OF 5% PERPETUAL CUMULATIVE CONVERTIBLE PREFERRED STOCK (LIQUIDATION PREFERENCE \$50.00 PER SHARE) ("PREFERRED STOCK") TENDERED IN THE CONVERSION OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION DATE (AS IT MAY BE EXTENDED). IN ADDITION, YOU MAY WITHDRAW ANY TENDERED SHARES OF PREFERRED STOCK AFTER JANUARY 30, 2006, IF WE HAVE NOT ACCEPTED THEM FOR CONVERSION.

To Our Clients:

We are enclosing herewith an Offering Circular, dated November 30, 2005 (the "*Offering Circular*"), and an Offering Circular Supplement, dated December 5, 2005 (the "*Offering Circular Supplement*"), of Arch Coal, Inc., a Delaware corporation (the "*Company*"), and a letter of transmittal (the "*Letter of Transmittal*") relating to the offer by the Company to pay a premium to holders of any and all of the outstanding Preferred Stock who elect to convert their shares of Preferred Stock to the Company's Common Stock, \$.01 par value ("*Common Stock*"), in accordance with the terms of the Preferred Stock and upon the terms and subject to the conditions set forth in the Offering Circular, the Offering Circular Supplement and the accompanying Letter of Transmittal. The premium offered in this conversion offer is an amount of shares of the Company's Common Stock valued at \$3.50, as determined by dividing (i) \$3.50 by (ii) the volume-weighted average of the reported sales prices on the New York Stock Exchange of the Company's Common Stock during the five trading days ending at the close of the second trading day prior to the expiration of this conversion offer (including any extension), per share of Preferred Stock validly tendered and accepted for conversion. Holders who validly tender shares of Preferred Stock for conversion will receive the premium in addition to the number of shares of Common Stock issuable upon conversion pursuant to the conversion terms of the Preferred Stock. As of the date of the Offering Circular, the conversion ratio for the Preferred Stock was 2.3985 shares of the Company's Common Stock for each share of Preferred Stock validly converted. On November 29, 2005, 2,874,926 shares of the Company's Preferred Stock were outstanding. Certain terms used but not defined herein have the meanings ascribed to them in the Offering Circular.

The Conversion Offer is subject to certain conditions. See the section of the Offering Circular entitled "The Conversion Offer — Conditions to the Conversion Offer."

We are the holder of your shares of Preferred Stock through our account with the Depository Trust Company ("*DTC*"). A tender of such shares of Preferred Stock can be made only by us as a DTC participant and pursuant to your instructions. The enclosed Letter of Transmittal is furnished to you for your information only and cannot be used by you to tender shares of Preferred Stock held by us for your account.

We request instructions as to whether you wish to tender any or all of the shares of Preferred Stock held by us through our DTC account pursuant to the terms and conditions set forth in the Offering Circular and the Letter of Transmittal.

We urge you to read the Offering Circular, including the documents incorporated by reference therein, and the Letter of Transmittal carefully before instructing us to tender your shares of Preferred Stock. You may use the attached form to give your instructions.

PLEASE RETURN YOUR INSTRUCTIONS TO US IN THE ENCLOSED ENVELOPE OR CONTACT YOUR REPRESENTATIVE WITH INSTRUCTIONS TO PERMIT US TO TENDER YOUR SHARES OF PREFERRED STOCK PRIOR TO THE EXPIRATION DATE.

INSTRUCTIONS TO THE DEPOSITORY TRUST COMPANY PARTICIPANT

To the Participant of The Depository Trust Company:

The undersigned hereby acknowledges receipt of the Offering Circular, dated November 30, 2005 (the "*Offering Circular*"), and the Offering Circular Supplement, dated December 5, 2005 (the "*Offering Circular Supplement*"), of Arch Coal, Inc., a Delaware corporation (the "*Company*"), and the Letter of Transmittal, which together set forth the terms and conditions of the offer (the "*Conversion Offer*") by the Company to pay a premium to holders of any and all of the Company's outstanding 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) ("*Preferred Stock*") who elect to convert their shares of Preferred Stock to shares of the Company's Common Stock, \$0.01 par value ("*Common Stock*"), in accordance with the terms of the Preferred Stock and upon the terms and subject to the conditions set forth in the Offering Circular, the Offering Circular Supplement and in the Letter of Transmittal. Certain terms used but not defined herein have the meanings ascribed to them in the Offering Circular.

This will instruct you as to the action to be taken by you, for the account of the undersigned, relating to the Conversion Offer.

The number of shares of Preferred Stock held by you through your account _____ shares of Preferred Stock.
with The Depository Trust Company ("*DTC*") for the account of the
undersigned is (fill in amount):

With respect to the Conversion Offer, the undersigned hereby instructs you (check appropriate box):

- o To tender the following shares of Preferred Stock held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the Offering Circular, the Offering Circular Supplement and the Letter of Transmittal (insert number of shares of Preferred Stock to be tendered, if any): _____ shares of Preferred Stock.*

The number of shares of the Company's Common Stock that the undersigned will beneficially own immediately prior to the conversion of the tendered shares of Preferred Stock, *excluding* shares to be issued upon conversion of shares of Preferred stock in the Conversion Offer is (insert number of shares of Common Stock): _____ shares of Common Stock.

The number of shares of the Company's Common Stock that the undersigned will beneficially own immediately prior to the conversion of the tendered shares of Preferred Stock, *excluding* shares to be issued upon conversion of shares of Preferred stock in the Conversion Offer is (insert number of shares of Common Stock): _____ shares of Common Stock.

The number of shares of Preferred Stock beneficially owned by the undersigned that are held by Participants *other than you*, which the undersigned is tendering for conversion (insert number of shares of Preferred Stock): _____ shares of Preferred Stock.

- o Not to tender any shares of Preferred Stock held by you for the account of the undersigned.

The undersigned represents that either (i) upon the conversion of the shares of Preferred Stock tendered pursuant to the Conversion Offer, the undersigned will not beneficially own in excess of 9.9% of the aggregate number of shares of the Company's Common Stock outstanding immediately after giving effect to such conversion or (ii) these instructions set forth (a) the number of shares of Common Stock that the undersigned will beneficially own at the time of the conversion of the tendered shares of Preferred Stock, excluding shares issued upon conversion of shares of Preferred Stock in the Conversion Offer, (b) the number of shares of Preferred Stock the Participant is instructed to tender hereby, and (c) the number of shares of Preferred Stock being tendered through other Participants, and that the undersigned is requesting that the Company does not accept for conversion any shares of Preferred Stock to the extent that upon conversion of such shares of Preferred Stock the undersigned's beneficial ownership of the Company's Common Stock will exceed 9.9% of the aggregate number of shares of the Company's Common Stock outstanding following the Conversion Offer.

* Unless otherwise indicated, the entire number of shares of Preferred Stock indicated above as held by the Participant for the account of the undersigned will be tendered.

SIGN HERE

Name(s) of beneficial owner(s):

Signature(s):

Name(s):

(Please Print)

Address(es):

Telephone Number(s):

Taxpayer Identification or
Social Security Number(s):

Date:
