

PEABODY ENERGY CORP
Form 4
March 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITING RICHARD M

(Last) (First) (Middle)
701 MARKET STREET
(Street)

ST. LOUIS, MO 63101-1826

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

EVP - Sales and Trading

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/28/2006 | | M | | 18,700 | A | \$ 10.4875 |
| Common Stock | 03/28/2006 | | M | | 8,839 | A | \$ 19.3275 |
| Common Stock | 03/28/2006 | | S ⁽²⁾ | | 27,539 | D | \$ 50 |
| Common Stock | | | | | 9,266 | | ⁽³⁾ |
| | | | | | | D | By Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 10.4875 | 03/28/2006 | | M | 18,700 | 01/02/2005 ⁽⁵⁾ 01/02/2014 | Common Stock | 18,700 |
| Employee Stock Option (right to buy) ⁽⁴⁾ | \$ 19.3275 | 03/28/2006 | | M | 8,839 | 01/03/2006 01/03/2015 | Common Stock | 8,839 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITING RICHARD M 701 MARKET STREET ST. LOUIS, MO 63101-1826 | | | EVP - Sales and Trading | |

Signatures

Richard M. Whiting By: Jeffery L. Klinger,
Attorney-in-Fact 03/30/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 2, upon exercise of the options the shares are immediately transferred to a trust.

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- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Includes an additional 154 shares acquired by the reporting person through a dividend reinvestment feature of the Company's Employee Stock Purchase Plan.
- (4) The number of outstanding stock options and corresponding exercise prices have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (5) Of the 18,700 options exercised, 2,808 vested on January 2, 2005 and 15,892 vested on January 2, 2006.
- (6) Not applicable.
- (7) The numbers reported in this column 9 of Table II do not include an additional 512,700 options with different expiration dates and exercise prices.

In footnote 3 of the Form 4 filed by the reporting person on January 31, 2006, the reporting person mistakenly reported that the numbers reported in column 9 of Table II did not include an additional 296,608 options with different expiration dates and exercise prices. The number of additional options with different expiration dates and exercise prices should have been reported as 269,608.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.