

PEABODY ENERGY CORP

Form 4

March 03, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KLINGER JEFFERY L**

(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)

03/01/2006

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)

VP, GC & Sec.

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)
Common Stock	03/01/2006		M	11,252 A \$ 7	65,184 <sup>(1)</sup>	D <sup>(2)</sup>	
Common Stock	03/01/2006		M	1,284 A \$ 6.715	66,468 <sup>(1)</sup>	D <sup>(2)</sup>	
Common Stock	03/01/2006		M	2,464 A \$ 7.298	68,932 <sup>(1)</sup>	D <sup>(2)</sup>	
Common Stock	03/01/2006		S <sup>(3)</sup>	1,125 D \$ 48.55	67,807 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006		S <sup>(3)</sup>	1,641 D \$ 48.48	66,166 <sup>(1)</sup>	I <sup>(2)</sup>	By trust

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Common Stock	03/01/2006	S <sup>(3)</sup>	1,406	D	\$ 48.4	64,760 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	1,266	D	\$ 48.37	63,494 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	984	D	\$ 48.36	62,510 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	4,531	D	\$ 48.27	57,979 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	937	D	\$ 48.25	57,042 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	1,781	D	\$ 48.2	55,261 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	47	D	\$ 48.19	55,214 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	563	D	\$ 48.18	54,651 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	141	D	\$ 48.15	54,510 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	47	D	\$ 48.13	54,463 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	187	D	\$ 48.12	54,276 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	234	D	\$ 48.11	54,042 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	703	D	\$ 48.1	53,339 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	47	D	\$ 48.09	53,292 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	141	D	\$ 48.07	53,151 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	47	D	\$ 48.06	53,104 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	1,031	D	\$ 48.05	52,073 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	375	D	\$ 48.04	51,698 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	47	D	\$ 48.03	51,651 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
Common Stock	03/01/2006	S <sup>(3)</sup>	1,125	D	\$ 48.01	50,526 <sup>(1)</sup>	I <sup>(2)</sup>	By trust
	03/01/2006	S <sup>(3)</sup>	656	D	\$ 48	49,870 <sup>(1)</sup>	I <sup>(2)</sup>	By trust

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Common  
Stock

Common Stock      03/01/2006      S<sup>(3)</sup>      938      D      \$ 47.95      48,932 <sup>(1)</sup>      I <sup>(2)</sup>      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 Securities (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7	03/01/2006		M		11,252		05/21/2003 <sup>(4)</sup>	05/21/2011	Common Stock	11,252
Employee Stock Option (right to buy)	\$ 6.715	03/01/2006		M		1,284		01/15/2005	01/15/2012	Common Stock	1,284
Employee Stock Option (right to buy)	\$ 7.298	03/01/2006		M		2,464		01/02/2004	01/02/2013	Common Stock	2,464

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
KLINGER JEFFERY L 701 MARKET STREET	VP, GC & Sec.

ST. LOUIS, MO 63101-1826

## Signatures

Jeffery L. Klinger by Joseph W. Bean,  
Attorney-in-Fact

03/03/2006

\_\_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) Amount includes 3,496 shares held directly by the reporting person.
- (2) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 3, upon exercise of the options the shares are immediately transferred to a family trust.
- (3) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Of the 11,252 options, 2,501 vested on May 21, 2003 and 8,751 vested on May 21, 2004.
- (5) The numbers reported in this column 9 of Table II do not include an additional 315,884 options with different expiration dates and exercise prices.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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