ENGELHARDT IRL F

Form 4 May 12, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ENGELHARDT IRL F Issuer Symbol PEABODY ENERGY CORP [BTU] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title 701 MARKET STREET 05/10/2005 below) Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63101-1826 Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	mr Disposed of (D) (Instr. 3, 4 and 5) (A)		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	05/10/2005		Code V M	Amount 51,586	(D)	Price \$ 7.145	348,704 (1)	I	By Trust
Common Stock	05/10/2005		S(2)	51,586	D	\$ 47.127	297,118 (1)	I	By Trust

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

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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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.145 (3)	05/10/2005		M		51,586 (3)	05/19/2001	05/18/2008	Common Stock	51,586 (3)

Other

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer				

ENGELHARDT IRL F

701 MARKET STREET X Chairman and CEO

ST. LOUIS, MO 63101-1826

Signatures

Irl F. Engelhardt by Joseph W. Bean, Attorney-in-Fact

**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).

Does not include 15,626 shares held directly (including 2,166 shares acquired under the Company's Employee Stock Purchase Plan),

- (1) 8,358 shares held indirectly by the Company's 401(k) plan, and 2,200 shares held indirectly by Mr. Engelhardt's spouse. Amounts have been adjusted to reflect the 2-for-1 stock split announced by the Company in March 2005.
- (2) The sale reported in this Form 4 was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) The number of outstanding stock options and corresponding exercise prices have been adjusted to reflect the 2-for-1 stock split announced by the Company in March 2005

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.

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