

ENGELHARDT IRL F

Form 4

October 12, 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
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGELHARDT IRL F

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

701 MARKET STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2006

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

ST. LOUIS, MO 63101-1826

(City) (State) (Zip)

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 | 10/11/2006 | | M | | 26,880 | A | \$ 7.2975 | 569,116 D ⁽¹⁾ |
| Common Stock | 10/11/2006 | | M | | 67,939 | A | \$ 10.4875 | 637,055 D ⁽¹⁾ |
| Common Stock | 10/11/2006 | | M | | 67,938 | A | \$ 10.4875 | 704,993 D ⁽¹⁾ |
| Common Stock | 10/11/2006 | | M | | 36,965 | A | \$ 20.2625 | 741,958 D ⁽¹⁾ |
| Common Stock | 10/11/2006 | | S ⁽²⁾ | | 199,722 | D | \$ 40 | 542,236 I ⁽¹⁾ By Trust |
| | | | | | | | | 32,881 ⁽³⁾ D |

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Common
Stock

Common
Stock

19,450

I

By
401(k)
Plan

Common
Stock

4,400

I

By
Spouse

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

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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) | |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.2975 | 10/11/2006 | | M | 26,880 | 01/02/2006 | 01/02/2013 | Common Stock | 26,880 |
| Employee Stock Option (right to buy) | \$ 10.4875 | 10/11/2006 | | M | 67,939 | 01/02/2005 | 01/02/2014 | Common Stock | 67,939 |
| Employee Stock Option (right to buy) | \$ 10.4875 | 10/11/2006 | | M | 67,938 | 01/02/2006 | 01/02/2014 | Common Stock | 67,938 |
| Employee Stock Option (right to buy) | \$ 20.2625 | 10/11/2006 | | M | 36,965 | 01/25/2006 | 01/25/2015 | Common Stock | 36,965 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| | Director 10% Owner Officer Other |
| ENGELHARDT IRL F 701 MARKET STREET ST. LOUIS, MO 63101-1826 | X |

Signatures

Irl F. Engelhardt By: Jeffery L. Klinger,
Attorney-in-Fact

10/12/2006

____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 family trust.
- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Includes 5,969 shares acquired pursuant to the Company's Employee Stock Purchase Plan.
- (4) Not applicable.
- (5) Does not include an additional 1,246,272 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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