

PEABODY ENERGY CORP

Form 4

August 09, 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  
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2005  
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response... 0.5

(Print or Type Responses)

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

(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)

08/08/2006

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)

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	08/08/2006		M	17,254 A	\$ 7.2975 559,490	D <sup>(1)</sup>	
Common Stock	08/08/2006		M	32,746 A	\$ 7.2975 592,236	D <sup>(1)</sup>	
Common Stock	08/08/2006		S <sup>(2)</sup>	10,000 D	\$ 48 582,236	I <sup>(1)</sup>	By Trust
Common Stock	08/08/2006		S <sup>(2)</sup>	8,500 D	\$ 48.11 573,736	I <sup>(1)</sup>	By Trust
Common Stock	08/08/2006		S <sup>(2)</sup>	9,900 D	\$ 48.2 563,836	I <sup>(1)</sup>	By Trust
	08/08/2006		S <sup>(2)</sup>	3,500 D	\$ 48.25 560,336	I <sup>(1)</sup>	By Trust

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Common Stock									
Common Stock	08/08/2006	S <sup>(2)</sup>	1,500	D	\$ 48.29	558,836	I <sup>(1)</sup>	By Trust	
Common Stock	08/08/2006	S <sup>(2)</sup>	5,200	D	\$ 48.3	553,636	I <sup>(1)</sup>	By Trust	
Common Stock	08/08/2006	S <sup>(2)</sup>	1,300	D	\$ 48.36	552,336	I <sup>(1)</sup>	By Trust	
Common Stock	08/08/2006	S <sup>(2)</sup>	100	D	\$ 48.55	552,236	I <sup>(1)</sup>	By Trust	
Common Stock	08/08/2006	S <sup>(2)</sup>	10,000	D	\$ 49.19	542,236	I <sup>(1)</sup>	By Trust	
Common Stock						32,874 <sup>(3)</sup>	D		
Common Stock						19,442	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	08/08/2006		M		17,254		01/02/2004	01/02/2013	Common Stock	17,254
Employee Stock	\$ 7.2975	08/08/2006		M		32,746		01/02/2005	01/02/2013	Common Stock	32,746

Option  
(right to  
buy)

## 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

08/09/2006

\_\_\_\_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 5,962 shares acquired pursuant to the Company's Employee Stock Purchase Plan.
- (4) Not applicable.
- (5) Does not include an additional 1,561,132 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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