

PENN VIRGINIA RESOURCE PARTNERS L P
Form SC 13D/A
December 15, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1) *

Penn Virginia Resource Partners, L.P.

(Name of Issuer)

Common units, representing limited partner interests

(Title of Class of Securities)

707884102

(CUSIP Number)

Nancy M. Snyder
Penn Virginia Resource GP, LLC
Three Radnor Corporate Center
100 Matsonford Road
Suite 230
Radnor, Pennsylvania 19087
(610) 687-8900

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 15, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D/A

CUSIP No. 707884102

(1)	Name of Reporting Person. I.R.S. Identification Nos. of Above Persons (entities only).	
	Peabody Natural Resources Company 51-0332232	
(2)	Check the Appropriate Box if a Member of a Group	(a) [] (b) []
(3)	SEC Use Only	
(4)	Source of Funds (See instructions) 00	
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[]
(6)	Citizenship or Place of Organization Delaware	
	(7)	Sole Voting Power 1,710,458
Number of Units Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 1,710,458
	(10)	Shared Dispositive Power 0
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,710,458
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions)	[]
(13)	Percent of Class Represented by Amount in Row (11)	

16.4%*

 (14) Type of Reporting Person (See Instructions) PN

* Based on 10,425,488 Common Units outstanding as of November 1, 2003 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. Excludes 52,700 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

SCHEDULE 13D/A

CUSIP No. 707884102

 (1) Name of Reporting Person.
 I.R.S. Identification Nos. of Above Persons (entities only).

Gold Fields Mining Corporation
 36-2079582

 (2) Check the Appropriate Box if a Member of a Group
 (a)
 (b)

 (3) SEC Use Only

 (4) Source of Funds (See instructions)
 N/A

 (5) Check if Disclosure of Legal Proceedings is Required Pursuant
 to Items 2(d) or 2(e)

 (6) Citizenship or Place of Organization
 Delaware

 (7) Sole Voting Power 1,710,458

Number of
 Units Bene-
 ficially
 Owned by
 Each Report-
 ing Person
 With

 (8) Shared Voting Power 0

 (9) Sole Dispositive Power 1,710,458

 (10) Shared Dispositive Power 0

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
1,710,458

(12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Units (See Instructions) []

(13) Percent of Class Represented by Amount in Row (11)
16.4%*

(14) Type of Reporting Person (See Instructions) CO

* Based on 10,425,488 Common Units outstanding as of November 1, 2003 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. Excludes 52,700 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

SCHEDULE 13D/A

CUSIP No. 707884102

(1) Name of Reporting Person.
 I.R.S. Identification Nos. of Above Persons (entities only).

 Peabody Energy Corporation
 13-4004153

(2) Check the Appropriate Box if a Member of a Group (a) []
(b) []

(3) SEC Use Only

(4) Source of Funds (See instructions)

 N/A

(5) Check if Disclosure of Legal Proceedings is Required Pursuant
 to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization

 Delaware

(7) Sole Voting Power 1,710,458

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Number of Units Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power	0
	(9)	Sole Dispositive Power	1,710,458
	(10)	Shared Dispositive Power	0
(11)		Aggregate Amount Beneficially Owned by Each Reporting Person	1,710,458
(12)		Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions)	[]
(13)		Percent of Class Represented by Amount in Row (11)	16.4%*
(14)		Type of Reporting Person (See Instructions)	HC/CO

* Based on 10,425,488 Common Units outstanding as of November 1, 2003 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. Excludes 52,700 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

Amendment No. 1 to Schedule 13D

This Amendment No. 1 to Schedule 13D (this "Amendment") is filed by the Reporting Persons as an amendment to the initial statement on Schedule 13D (the "Original Schedule 13D") as filed with the Securities and Exchange Commission on December 8, 2003. Capitalized terms used but not defined in this Amendment have the meanings set forth in the Original Schedule 13D. The Original Schedule 13D is hereby amended and supplemented as follows:

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Original Schedule 13D is hereby amended to replace Appendix A to the Original Schedule 13D with Appendix A to this Amendment.

Appendix A to this Amendment includes, as of the date of this Amendment, the name, state of incorporation, principal business, and principal place of business of each general partner of PNR. Appendix A also includes, as of the date of this Amendment, the names, residence or business addresses, citizenship and present principal occupations or employment of the executive

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officers and directors of (1) Parent, (2) Gold Fields and (3) each other general partner of PNRC.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Original Schedule 13D is hereby amended to read in its entirety as follows:

(a) Based on the information reported by Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, there were 10,425,488 Common Units outstanding as of November 1, 2003.

As of December 15, 2003, PNRC owns 1,710,458 Common Units, representing 16.4% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 2003.

As of December 15, 2003, Gold Fields may be deemed to beneficially own, by virtue of its ownership of PNRC, the same 1,710,458 Common Units, representing 16.4% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 2003.

As of December 15, 2003, Parent may be deemed to beneficially own, by virtue of its ownership of PNRC and Gold Fields, the same 1,710,458 Common Units, representing 16.4% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 2003.

In connection with the foregoing acquisition of Common Units by PNRC, Issuer placed 52,700 Common Units in escrow pending transfer to Issuer of certain coal mineral estates in certain parcels and tracts of land. These Common Units are registered in the name of U.S. Bank National Association, as escrow agent. If the coal mineral estates are transferred to Issuer prior to the deadline in the escrow agreement, these units will be released from escrow to PNRC.

(b) PNRC has sole power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by it. Gold Fields, by virtue of its ownership of PNRC, may be deemed to have the power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by PNRC. Parent, by virtue of its ownership of PNRC and Gold Fields, may be deemed to have the power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by PNRC.

(c) PNRC sold 1,000,000 Common Units on December 15, 2003 for proceeds to PNRC of \$32.11 per share in an underwritten transaction. That sale was made under an underwriting agreement (a copy of which is filed with this Amendment as Exhibit 5 and is incorporated in this Amendment by reference). Except for that sale, no transactions in Common Units were effected by the Reporting Persons, or to their knowledge, any of the persons listed on Appendix A to this Amendment since the filing of the Original Schedule 13D.

(d) No person is known by any Reporting Person to have the right to receive or the power to direct the receipt

of dividends from, or the proceeds from the sale of, any Common Units owned by any Reporting Person.

(e) Not applicable.

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ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Exhibit -----	Description -----
5	Underwriting Agreement dated December 9, 2003 among Penn Virginia Resource GP, LLC, Penn Virginia Resource Partners, L.P., Peabody Natural Resources Company, Peabody Energy Corporation and Lehman Brothers Inc. (incorporated by reference to Exhibit 1.1 of Issuer's Current Report on Form 8-K filed on December 12, 2003).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 15, 2003

PEABODY NATURAL RESOURCES COMPANY

/s/ Robert L. Reilly

Robert L. Reilly
Vice President

PEABODY ENERGY CORPORATION

/s/ Richard A. Navarre

Richard A. Navarre
Executive Vice President and
Chief Financial Officer

GOLD FIELDS MINING CORPORATION

/s/ Richard A. Navarre

Richard A. Navarre
Vice President

APPENDIX A

PEABODY NATURAL RESOURCES COMPANY

GENERAL PARTNERS

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Gold Fields Mining Corporation, a Delaware corporation
14062 Denver West Parkway
Suite 110
Golden, Colorado 80401-3301

Gold Fields Mining Corporation is a direct wholly owned subsidiary of Parent.

Peabody America, Inc., a Delaware corporation
701 Market Street
Suite 720
St. Louis, Missouri 63101-1826

Peabody America, Inc. is a direct wholly owned subsidiary of Gold Fields and an indirect wholly owned subsidiary of Parent.

GOLD FIELDS MINING CORPORATION

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
C.C. Kennedy Vice President, Secretary and General Counsel	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Richard A. Navarre Executive Vice President and Chief Financial Officer Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Roger B. Walcott, Jr. Executive Vice President - Corporate Development Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
Roger B. Walcott, Jr. President	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Walter L. Hawkins, Jr. Vice President and Assistant Treasurer	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
C.C. Kennedy Vice President, Secretary and General Counsel	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Richard A. Navarre Vice President	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Robert L. Reilly Vice President	Gold Fields Mining Corporation 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301

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Steven F. Schaab
Vice President and Treasurer

Gold Fields Mining Corporation
14062 Denver West Parkway, Suite 110
Golden, Colorado 80401-3301

All above individuals are citizens of the United States.

PEABODY AMERICA, INC.

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
Richard A. Navarre Executive Vice President and Chief Financial Officer Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Roger B. Walcott, Jr. Executive Vice President - Corporate Development Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
Roger B. Walcott, Jr. President	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Walter L. Hawkins, Jr. Vice President and Assistant Treasurer	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
C.C. Kennedy Vice President and Secretary	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Jeffery L. Klinger Vice President and Assistant Secretary	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Robert L. Reilly Vice President	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Steven F. Schaab Vice President and Treasurer	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
L.B. Stottlemire Vice President	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826

All above individuals are citizens of the United States.

PEABODY ENERGY CORPORATION

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
B.R. Brown Former Chief Executive Officer of publicly traded coal company	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Irl F. Engelhardt Chairman and Chief Executive Officer	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
William E. James Founding Partner of RockPort Capital Partners LLC	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Robert B. Karn, III Financial Consultant	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Henry E. Lentz Consultant to Lehman Brothers Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
William C. Rusnack Former President and CEO of Premcor Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
James R. Schlesinger, PhD Chairman of the Board of Trustees of MITRE Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Blanche M. Touhill, PhD Chancellor Emeritus and Professor Emeritus at the University of Missouri - St. Louis	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Sandra Van Trease President of UNICARE	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Alan H. Washkowitz Managing Director of Lehman Brothers Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

All above individuals are citizens of the United States.

PEABODY ENERGY CORPORATION

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
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Irl F. Engelhardt
Chairman and Chief Executive Officer

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Gregory H. Boyce
President and Chief Operating Officer

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Richard M. Whiting
Executive Vice President -
Sales and Trading

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Roger B. Walcott, Jr.
Executive Vice President -
Corporate Development

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Richard A. Navarre
Executive Vice President and
Chief Financial Officer

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Fredrick D. Palmer
Executive Vice President - Legal and
External Affairs and Secretary

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Sharon D. Fiehler
Executive Vice President -
Human Resources and Administration

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

Jeffery L. Klinger
Vice President - Legal Services and
Assistant Secretary

Peabody Energy Corporation
701 Market Street, Suite 760
St. Louis, Missouri 63101

All above individuals are citizens of the United States.