

PEABODY ENERGY CORP  
Form 4  
March 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

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

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 Security (Instr. 3 and 4) | 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<br>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. 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.