

PEABODY ENERGY CORP

Form 4

April 25, 2006

FORM 4UNITED 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAVARRE RICHARD A

(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)

04/21/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

EVP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	04/21/2006		M	19,414 A	\$ 7.2975 101,130 ⁽¹⁾	D ⁽²⁾	
Common Stock	04/21/2006		M	10,586 A	\$ 10.4875 111,716 ⁽¹⁾	D ⁽²⁾	
Common Stock	04/21/2006		S ⁽³⁾	2,200 D	\$ 63.65 109,516 ⁽¹⁾	I ⁽²⁾	By Trust
Common Stock	04/21/2006		S ⁽³⁾	27,800 D	\$ 63.47 81,716 ⁽¹⁾	I ⁽²⁾	By Trust
Common Stock					7,501 ⁽¹⁾	D ⁽⁴⁾	

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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) ⁽⁵⁾	\$ 7.2975	04/21/2006		M		19,414		01/02/2006	01/02/2013	Common Stock	19,414
Employee Stock Option (right to buy) ⁽⁵⁾	\$ 10.4875	04/21/2006		M		10,586		01/02/2006	01/02/2014	Common Stock	10,586

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAVARRE RICHARD A 701 MARKET STREET ST. LOUIS, MO 63101-1826	EVP and CFO

Signatures

Richard A. Navarre By: Joseph W. Bean,
Attorney-in-Fact 04/25/2006

__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).

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- (1) Amounts have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (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) Shares held pursuant to the Company's Employee Stock Purchase Plan.
- (5) The number of outstanding stock options and exercise prices have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (6) Not applicable.
- (7) The numbers reported in this Column 9 of Table II do not include an additional 547,848 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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