

PEABODY ENERGY CORP

Form 4

November 21, 2007

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALCOTT ROGER B JR

(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)

11/19/2007

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 - Strategy &amp; Bus. Services

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 <sup>(1)</sup>	11/19/2007		M <sup>(2)</sup>	243,568	A \$ 3,3001	262,348	I <sup>(3)</sup> By Trust
Common Stock	11/19/2007		S <sup>(2)</sup>	200	D \$ 50.26	262,148	I <sup>(3)</sup> By Trust
Common Stock	11/19/2007		S <sup>(2)</sup>	1,300	D \$ 50.27	260,848	I <sup>(3)</sup> By Trust
Common Stock	11/19/2007		S <sup>(2)</sup>	200	D \$ 50.28	260,648	I <sup>(3)</sup> By Trust
Common Stock	11/19/2007		S <sup>(2)</sup>	200	D \$ 50.29	260,448	I <sup>(3)</sup> By Trust

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Common Stock	11/19/2007	<u>S(2)</u>	3,200	D	\$ 50.3	257,248	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	300	D	\$ 50.31	256,948	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	100	D	\$ 50.32	256,848	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	300	D	\$ 50.33	256,548	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	900	D	\$ 50.34	255,648	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	1,200	D	\$ 50.35	254,448	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	200	D	\$ 50.36	254,248	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	900	D	\$ 50.49	253,348	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	3,600	D	\$ 50.5	249,748	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	2,000	D	\$ 50.52	247,748	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	6,000	D	\$ 50.53	241,748	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	900	D	\$ 50.56	240,848	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	100	D	\$ 50.57	240,748	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	400	D	\$ 50.58	240,348	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	1,400	D	\$ 50.59	238,948	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	1,700	D	\$ 50.6	237,248	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	2,400	D	\$ 50.62	234,848	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	500	D	\$ 50.65	234,348	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	600	D	\$ 50.66	233,748	<u>I (3)</u>	By Trust
Common Stock	11/19/2007	<u>S(2)</u>	5,800	D	\$ 50.67	227,948	<u>I (3)</u>	By Trust
	11/19/2007	<u>S(2)</u>	12,800	D	\$ 50.68	215,148	<u>I (3)</u>	By Trust

Common  
Stock

Common Stock	11/19/2007	S <sup>(2)</sup>	1,200	D	\$ 50.69	213,948	I <sup>(3)</sup>	By Trust
Common Stock	11/19/2007	S <sup>(2)</sup>	800	D	\$ 50.7	213,148	I <sup>(3)</sup>	By Trust
Common Stock	11/19/2007	S <sup>(2)</sup>	1,100	D	\$ 50.71	212,048	I <sup>(3)</sup>	By Trust
Common Stock	11/19/2007	S <sup>(2)</sup>	500	D	\$ 50.72	211,548	I <sup>(3)</sup>	By Trust

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 Number Shares
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 3.3001	11/19/2007		M	243,568	11/19/2007 05/19/2008	Common Stock 243,5

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALCOTT ROGER B JR 701 MARKET STREET ST. LOUIS, MO 63101-1826	EVP - Strategy & Bus. Services

## Signatures

Roger B. Walcott, Jr. By: Bryan L. Sutter,  
Attorney-in-Fact

11/22/2007

\_\_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).

On October 31, 2007, Peabody Energy Corporation distributed, as a pro rata stock dividend, all of the shares of its wholly-owned subsidiary, Patriot Coal Corporation, to holders of record of Peabody Energy common stock as of the close of business on October 22, 2007 (the "spin-off"). Effective upon completion of the spin-off, the Compensation Committee of the board of directors of Peabody

- (1) Energy adjusted outstanding equity awards under existing stock plans, including outstanding stock options, to preserve the pre-spin-off intrinsic value of such awards. Accordingly, the number of shares of common stock underlying each option was increased by multiplying the number prior to the spin-off by 1.082524 and the exercise price was decreased by multiplying the exercise price prior to the spin-off by 0.923767.
- (2) This exercise/sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Upon exercise of the options, the shares are immediately transferred to a family trust.
- (4) Not applicable.
- (5) The numbers reported in this Column 9 of Table II do not include an additional 110,847 options with different expiration dates and exercise prices.

### Remarks:

1 of 3 Form 4s - Additional transactions from November 19, 2007 are reported on separate Form 4s.

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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