PEABODY ENERGY CORP

Form 4 January 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BOYCE GREGORY H			Symbol	nd Ticker or Trading ERGY CORP [BTU]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest	Гransaction	(Check all applicable)			
PEABODY CORPORA STREET	ENERGY TION, 701 M	IARKET	(Month/Day/Year) 01/02/2015		X Director 10% Owner X Officer (give title Other (specify below) Chairman and CEO			
	(Street)		4. If Amendment, I	Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS	, MO 63101		Filed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of 6. Ownership 7. Nature			

(City)	(State)	Table	e I - Non-D	erivative Se	curitie	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/02/2015		Code V	Amount 142,576 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 144,836 (2)	D	
Common Stock							331,370	I	By Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Employee Stock Option (right to buy)	\$ 7.74	01/02/2015		A	349,464	(3)	01/02/2025	Common Stock	349.
Stock Appreciation Right	\$ 7.74	01/02/2015		A	70,000	<u>(5)</u>	01/02/2025	Common Stock	70,
Cash-Settled Restricted Stock Units	<u>(6)</u>	01/02/2015		A	129,199	<u>(7)</u>	<u>(7)</u>	Common Stock	129.

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
BOYCE GREGORY H PEABODY ENERGY CORPORATION 701 MARKET STREET ST. LOUIS, MO 63101	X		Chairman and CEO				

Signatures

Gregory H. Boyce By: Kenneth L. Wagner
Attorney-in-Fact
01/06/2015

**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) Represents a restricted stock award that vests in three equal installments beginning on Janaury 2, 2016.
- (2) Includes 2,260 shares acquired under the Company's Employee Stock Purchase Plan.
- (3) The options vest in three equal annual installments beginning January 2, 2016.
- (4) Does not include employee stock options with different expiration dates and exercise prices.
- (5) The stock appreciation rights vest in three equal annual installments beginning January 2, 2016.
- (6) Each restricted stock unit represents a contingent right to receive one share of BTU common stock.

Reporting Owners 2

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- (7) The restricted stock units shall become vested on the date of the appointment of the reporting person's successor as Chairman of the Board and will settle in cash rather than through delivery of shares of common stock.
- (8) Does not include restricted stock units with different expiration dates and vesting and settlement terms.

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.