

PEABODY ENERGY CORP

Form 4

April 05, 2017

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kellow Glenn L

(Last) (First) (Middle)

C/O PEABODY ENERGY
CORPORATION, 701 MARKET
STREET

(Street)

ST. LOUIS, MO 63101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

PEABODY ENERGY CORP [BTU]

3. Date of Earliest Transaction
(Month/Day/Year)

04/03/2017

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)

PRESIDENT AND CEO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/03/2017		J ⁽¹⁾		7,921	D \$ 0	0 D
Common Stock	04/03/2017		A		680,890 ⁽²⁾	A \$ 0	680,890 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kellow Glenn L C/O PEABODY ENERGY CORPORATION 701 MARKET STREET ST. LOUIS, MO 63101	X PRESIDENT AND CEO

Signatures

/s/ Priscilla E. Duncan,
attorney-in-fact 04/05/2017

__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).

- Pursuant to the Second Amended Joint Plan of Reorganization of Debtors and Debtors in Possession as revised March 15, 2017 (the "Plan of Reorganization") approved by the issuer's board of directors and confirmed by the United States Bankruptcy Court for the Eastern District of Missouri, all shares of the issuer's common stock outstanding prior to the effective date of the Plan of Reorganization (April 3, 2017), including all options to purchase common stock and other equity awards, were cancelled and extinguished on the effective date of the Plan of Reorganization for no value.
- Represent restricted stock units ("RSU") that will vest in three equal annual installments on the first, second and third anniversaries of the grant date of April 3, 2017, subject to the executive officer's continued employment on each applicable vesting date. The RSUs will become fully vested upon a termination of employment by the issuer and its subsidiaries without cause or by the executive officer for good reason or due to a termination of employment with the issuer and its subsidiaries by reason of death or disability.

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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