

PEABODY ENERGY CORP
Form 4
March 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
ENGELHARDT IRL F

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
701 MARKET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2006

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

ST. LOUIS, MO 63101-1826

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 03/15/2006 | | S ⁽¹⁾ | V Amount (A) or (D) Price 100 D \$ 46.58 | 560,336 | I ⁽²⁾ | By Family Trust |
| Common Stock | 03/15/2006 | | S ⁽¹⁾ | 100 D \$ 46.57 | 560,236 | I ⁽²⁾ | By Family Trust |
| Common Stock | 03/15/2006 | | S ⁽¹⁾ | 400 D \$ 46.56 | 559,836 | I ⁽²⁾ | By Family Trust |
| Common Stock | 03/15/2006 | | S ⁽¹⁾ | 1,100 D \$ 46.55 | 558,736 | I ⁽²⁾ | By Family Trust |
| Common Stock | 03/15/2006 | | S ⁽¹⁾ | 100 D \$ 46.54 | 558,636 | I ⁽²⁾ | By Family Trust |
| | 03/15/2006 | | S ⁽¹⁾ | 11,300 D \$ 46.5 | 547,336 | I ⁽²⁾ | |

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| | | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-----------------------|------------------|--|-----------------|
| Common Stock | | | | | | | | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 1,200 | D | \$ 46.49 | 546,136 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 100 | D | \$ 46.48 | 546,036 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 100 | D | \$ 46.45 | 545,936 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 200 | D | \$ 46.43 | 545,736 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 600 | D | \$ 46.42 | 545,136 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 1,500 | D | \$ 46.41 | 543,636 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 600 | D | \$ 46.4 | 543,036 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 200 | D | \$ 46.39 | 542,836 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 500 | D | \$ 46.38 | 542,336 | I ⁽²⁾ | | By Family Trust |
| Common Stock | 03/15/2006 | S ⁽¹⁾ | 100 | D | \$ 46.3 | 542,236 | I ⁽²⁾ | | By Family Trust |
| Common Stock | | | | | | 32,518 ⁽³⁾ | D | | |
| Common Stock | | | | | | 19,422 ⁽⁴⁾ | I | | By 401(k) Plan |
| Common Stock | | | | | | 4,400 ⁽⁴⁾ | I | | By Spouse |

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

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(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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

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 |
| ENGELHARDT IRL F 701 MARKET STREET ST. LOUIS, MO 63101-1826 | | X | | |

Signatures

/s/ Irl F. Engelhardt By: Jeffery L. Klinger,
Attorney-in-Fact

03/17/2006

__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) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 1, upon exercise of the options the shares are immediately transferred to a family trust.
- (3) Includes 5,606 shares acquired under the Company's Employee Stock Purchase Plan.
- (4) Amounts have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.

Remarks:

2 of 2 Form 4s - Additional transactions from March 15, 2006 are reported in a separate Form 4.

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.