PEABODY ENERGY CORP

Form 4 March 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

Check this box

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 * WHITING RICHARD M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PEABODY ENERGY CORP [BTU]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
701 MARKET STREET			03/28/2006	X Officer (give title Other (specify below)		
				EVP - Sales and Trading		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST. LOUIS, MO 63101-1826				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

		i cison							
(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. Securiti order Dispose (Instr. 3, 4)	ed of (` 1	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	03/28/2006		M	18,700	A	\$ 10.4875	136,326	D (1)	
Common Stock	03/28/2006		M	8,839	A	\$ 19.3275	145,165	D (1)	
Common Stock	03/28/2006		S(2)	27,539	D	\$ 50	117,626	I (1)	By Trust
Common Stock							9,266 (3)	D	

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 or Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount Underlying Securition (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy) (4)	\$ 10.4875	03/28/2006		M	18,700	01/02/2005(5)	01/02/2014	Common Stock	18,7
Employee Stock Option (right to buy) (4)	\$ 19.3275	03/28/2006		M	8,839	01/03/2006	01/03/2015	Common Stock	8,83

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WHITING RICHARD M			EVP -					
701 MARKET STREET			Sales and					
ST. LOUIS, MO 63101-1826			Trading					

Signatures

Richard M. Whiting By: Jeffery L. Klinger,
Attorney-in-Fact
03/30/2006

**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).
- Pursuant to the Rule 10b5-1 trading plan referred to in footnote 2, upon exercise of the options the shares are immediately transferred to a trust.

Reporting Owners 2

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- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- Includes an additional 154 shares acquired by the reporting person through a dividend reinvestment feature of the Company's Employee Stock Purchase Plan.
- The number of outstanding stock options and corresponding exercise prices have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (5) Of the 18,700 options exercised, 2,808 vested on January 2, 2005 and 15,892 vested on January 2, 2006.
- (6) Not applicable.
- The numbers reported in this column 9 of Table II do not include an additional 512,700 options with different expiration dates and exercise prices.
- In footnote 3 of the Form 4 filed by the reporting person on January 31, 2006, the reporting person mistakenly reported that the numbers reported in column 9 of Table II did not include an additional 296,608 options with different expiration dates and exercise prices. The number of additional options with different expiration dates and exercise prices should have been reported as 269,608.

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.