

PEABODY ENERGY CORP
Form 4
May 03, 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 *
NAVARRE RICHARD A

(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)
05/01/2006

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)
EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2006		M		3,395	A	\$ 10.4875	85,111	D ⁽¹⁾	
Common Stock	05/01/2006		M		6,819	A	\$ 12.2225	91,930	D ⁽¹⁾	
Common Stock	05/01/2006		M		12,935	A	\$ 19.3275	104,865	D ⁽¹⁾	
Common Stock	05/01/2006		M		3,601	A	\$ 23.725	108,466	D ⁽¹⁾	
Common Stock	05/01/2006		S ⁽²⁾		26,750	D	\$ 66	81,716	I ⁽¹⁾	By Trust

Common Stock 7,501 ⁽³⁾ D

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. 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 or Number of Shares
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 10.4875	05/01/2006		M	3,395	01/02/2006	01/02/2014	Common Stock	3,395
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 12.2225	05/01/2006		M	6,819	06/15/2005	06/15/2014	Common Stock	6,819
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 19.3275	05/01/2006		M	12,935	01/03/2006	01/03/2015	Common Stock	12,935
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 23.725	05/01/2006		M	3,601	04/01/2006	04/01/2015	Common Stock	3,601

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

NAVARRE RICHARD A
701 MARKET STREET
ST. LOUIS, MO 63101-1826

EVP and CFO

Signatures

Richard A. Navarre By: Joseph W. Bean,
Attorney-in-Fact

05/03/2006

__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) 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 family trust.
- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Shares held pursuant to the Company's Employee Stock Purchase Plan.
- (4) The number of outstanding stock options and exercise prices have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (5) Not applicable.
- (6) The numbers reported in this Column 9 of Table II do not include an additional 477,786 options with different expiration dates and exercise prices.

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.