

Williamson Kemal
Form 3
January 30, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Williamson Kemal | | (Month/Day/Year) | PEABODY ENERGY CORP [BTU] | |
| (Last) | (First) | (Middle) | 01/23/2006 | |
| 701 MARKET STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| ST. LOUIS,Â MOÂ 63101-1826 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Group VP - U.S. Western Ops. | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,962 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Option (right to buy) | 07/01/2010 | 01/01/2011 | Common Stock | 4,174 | \$ 7.145 | D | Â |
| Employee Stock Option (right to buy) | 01/02/2006 | 01/02/2013 | Common Stock | 3,457 | \$ 14.595 | D | Â |
| Employee Stock Option (right to buy) | 01/02/2006 ⁽²⁾ | 01/02/2014 | Common Stock | 4,956 | \$ 20.975 | D | Â |
| Employee Stock Option (right to buy) | 01/03/2006 ⁽³⁾ | 01/03/2015 | Common Stock | 4,452 | \$ 38.655 | D | Â |
| Employee Stock Option (right to buy) | 04/19/2006 ⁽⁴⁾ | 04/19/2015 | Common Stock | 424 | \$ 44.24 | D | Â |
| Employee Stock Option (right to buy) | 07/20/2006 ⁽⁵⁾ | 07/20/2015 | Common Stock | 1,789 | \$ 61.01 | D | Â |
| Employee Stock Option (right to buy) | 01/03/2009 | 01/03/2016 | Common Stock | 11,349 | \$ 86.2 | D | Â |
| Employee Stock Option (right to buy) | 01/03/2007 ⁽⁶⁾ | 01/03/2016 | Common Stock | 8,804 | \$ 86.2 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williamson Kemal 701 MARKET STREET ST. LOUIS, MO 63101-1826 | Â | Â | Â Group VP - U.S. Western Ops. | Â |

Signatures

Kemal Williamson By: Bryan L. Sutter,
Attorney-in-Fact

01/30/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 538 shares acquired under the Company's Employee Stock Purchase Plan.
- (2) Of the 4,956 options, 2,478 vested on January 2, 2006 and 2,478 vest on January 2, 2007.
- (3) Of the 4,452 options, 1,484 vested on January 3, 2006, 1,484 vest on January 3, 2007 and 1,484 vest on January 3, 2008.
- (4) Of the 424 options, 142 vest on April 19, 2006, 141 vest on April 19, 2007 and 141 vest on April 19, 2008.
- (5) Of the 1,789 options, 597 vest on July 20, 2006, 596 vest on July 20, 2007 and 596 vest on July 20, 2008.
- (6) Of the 8,804 options, 2,935 vest on January 3, 2007, 2,934 vest on January 3, 2008 and 2,935 vest on January 3, 2009.

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.