PEABODY ENERGY CORP

Form 4

February 17, 2006

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

response...

See Instruction 1(b).

I(b).

(Print or Type Responses)

02/15/2006

1. Name and Address of Reporting Person * ENGELHARDT IRL F			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			
701 MARKE	T STREET	1	(Month/Day/Year) 02/15/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ST. LOUIS,	MO 63101-	1826		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dir (Instr. 3, 4)	sposed	of (D)	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	02/15/2006		M	50,000	A	\$ 7.145	321,118	D (1)	
Common Stock	02/15/2006		S(2)	300	D	\$ 86.81	320,818	I (1)	By Family Trust
Common Stock	02/15/2006		S(2)	900	D	\$ 86.8	319,918	I (1)	By Family Trust
Common Stock	02/15/2006		S(2)	100	D	\$ 86.76	319,818	I (1)	By Family Trust
Common Stock	02/15/2006		S(2)	100	D	\$ 86.75	319,718	I (1)	By Family Trust

300

D

319,418

 $I^{(1)}$

 $S^{(2)}$

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Common Stock					\$ 86.74			By Family Trust
Common	004 5000	G(2)	•••	_		210.210	~ (1)	By Family
Stock	02/15/2006	S(2)	200	D	\$ 86.73	319,218	I (1)	Trust
Common Stock	02/15/2006	S(2)	200	D	\$ 86.7	319,018	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	200	D	\$ 86.68	318,818	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	200	D	\$ 86.67	318,618	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	200	D	\$ 86.66	318,418	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	300	D	\$ 86.64	318,118	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	700	D	\$ 86.63	317,418	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	100	D	\$ 86.62	317,318	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	13,400	D	\$ 86.6	303,918	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	100	D	\$ 86.58	303,818	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	300	D	\$ 86.56	303,518	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	3,700	D	\$ 86.55	299,818	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	400	D	\$ 86.51	299,418	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	5,500	D	\$ 86.5	293,918	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	500	D	\$ 86.49	293,418	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	1,300	D	\$ 86.48	292,118	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	500	D	\$ 86.47	291,618	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	200	D	\$ 86.46	291,418	I (1)	By Family Trust
Common Stock	02/15/2006	S(2)	400	D	\$ 86.45	291,018	I (1)	By Family Trust
	02/15/2006	S(2)	300	D		290,718	I (1)	

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Common Stock					\$ 86.44			By Family Trust
Common Stock	02/15/2006	S(2)	2,600	D	\$ 86.43	288,118	I (1)	By Family Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Underlying (Instr. 3 and	Secui
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (right to buy)	\$ 7.145	02/15/2006		M	50,000	05/22/2001(3)	05/19/2008(4)	Common Stock	50

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

Irl F. Engelhardt By: Joseph W. Bean, Attorney-in-Fact 02/17/2006

**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).

Reporting Owners 3

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- (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.
- Of the 50,000 options exercised, 12,282 were exercisable on May 19, 2001, 17,248 were exercisable on May 22, 2001, 7,960 were exercisable on May 19, 2002, 7,960 were exercisable on May 19, 2003 and 4,550 were exercisable on August 8, 2003.
- (4) Of the 50,000 options exercised, 8,070 expire on May 19, 2008 and 41,930 expire on January 1, 2011.
- (5) Not applicable.
- (6) Does not include an additional 811,886 options with different expiration dates and exercise prices.

Remarks:

Additional transactions from February 15, 2006 were reported on separately filed Form 4s.

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.