

FIEHLER SHARON D
Form 4
May 04, 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 *
FIEHLER SHARON D

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)
05/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Human Resources & Admin.

ST. LOUIS, MO 63101

(City) (State) (Zip)

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

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	Price	
Common Stock	05/02/2006		M		2,932	A \$ 7.3875	4,899 (1) (2) D
Common Stock	05/02/2006		M		11,876	A \$ 7.2975	16,775 (1) (2) D
Common Stock	05/02/2006		M		9,215	A \$ 10.4875	25,990 (1) (2) D
Common Stock	05/02/2006		M		5,864	A \$ 19.3275	31,854 (1) (2) D
Common Stock	05/02/2006		S(3)		29,887	D \$ 67.9133	1,967 (1) (2) D

Common Stock 104,468 ⁽¹⁾ I By Family Trust

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⁾	\$ 7.3875	05/02/2006		M	2,932	04/01/2005 04/01/2012	Common Stock 2,932
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 7.2975	05/02/2006		M	11,876	01/02/2006 01/02/2013	Common Stock 11,876
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 10.4875	05/02/2006		M	9,215	01/02/2006 01/02/2014	Common Stock 9,215
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 19.3275	05/02/2006		M	5,864	01/03/2006 01/03/2015	Common Stock 5,864

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer

Other

FIEHLER SHARON D
701 MARKET STREET
ST. LOUIS, MO 63101

EVP - Human Resources & Admin.

Signatures

Sharon D. Fiehler By: Joseph W. Bean,
Attorney-in-Fact

05/04/2006

__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) Amounts have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (2) Includes 1,967 shares held by the reporting person in the Company's Employee Stock Purchase Plan.
- (3) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (4) 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) Not applicable.
- (6) The numbers reported in this column 9 of Table II do not include an additional 339,270 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.