

PEABODY ENERGY CORP
Form 4
June 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WHITING RICHARD M

(Last) (First) (Middle)
701 MARKET STREET

(Street)

ST. LOUIS, MO 63101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2005

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-Sales and Marketing

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) | (A) or (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 | 06/10/2005 | | M | 1,664 | A | \$ 14 62,162 | D ⁽¹⁾ | |
| Common Stock | 06/10/2005 | | M | 8,336 | A | \$ 13.43 70,498 | D ⁽¹⁾ | |
| Common Stock | 06/10/2005 | | S ⁽²⁾ | 100 | D | \$ 52.15 70,398 | I ⁽¹⁾ | By Family Trust |
| Common Stock | 06/10/2005 | | S ⁽²⁾ | 2,000 | D | \$ 52.14 68,398 | I ⁽¹⁾ | By Family Trust |
| Common Stock | 06/10/2005 | | S ⁽²⁾ | 1,200 | D | \$ 52.14 67,198 | I ⁽¹⁾ | By Family Trust |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|--------|------------------|-----------------|
| Common Stock | 06/10/2005 | S ⁽²⁾ | 6,700 | D | \$ 52.02 | 60,498 | I ⁽¹⁾ | By Family Trust |
| Common Stock | 06/13/2005 | M | 10,000 | A | \$ 13.43 | 70,498 | D ⁽¹⁾ | |
| Common Stock | 06/13/2005 | S ⁽²⁾ | 10,000 | D | \$ 54 | 60,498 | I ⁽¹⁾ | By Family Trust |
| Common Stock | | | | | | 4,556 | 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 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) | \$ 14 | 06/10/2005 | | M | 1,664 | 05/21/2004 05/21/2011 | Common Stock | 1,664 | |
| Common Stock | \$ 13.43 | 06/10/2005 | | M | 8,336 | 01/15/2003 01/14/2012 | Common Stock | 8,336 | |
| Common Stock | \$ 13.43 | 06/13/2005 | | M | 10,000 | ⁽⁴⁾ 01/14/2012 | Common Stock | 10,000 | |

Reporting Owners

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

Signatures

/s/ Jefferey L. Klinger, Attorney-in-fact for Richard M.
Whiting

06/14/2005

__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 trust.
- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Not applicable.
- (4) Of the 10,000 options exercised, 2,213 vested on 01/15/2003 and 7,787 vested on 01/15/2004.
- (5) Does not include an additional 284,848 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.