

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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REPORTING OWNER

KARN ROBERT B III

CIK: **1200403**

Type: **4** | Act: **34** | File No.: **001-16463** | Film No.: **06513689**

Mailing Address

NATURAL RESOURCE

PARTNERS LP

601 JEFFERSON ST STE 3600

HOUSTON TX 77002

Business Address

7137517507

ISSUER

PEABODY ENERGY CORP

CIK: **1064728** | IRS No.: **134004153** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **1221** Bituminous coal & lignite surface mining

Mailing Address

701 MARKET ST

ST LOUIS MO 63101-1826

Business Address

701 MARKET ST

ST LOUIS MO 63101-1826

3143423400

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KARN ROBERT B III			2. Issuer Name and Ticker or Trading Symbol PEABODY ENERGY CORP [BTU]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O PEABODY ENERGY CORPORATION,, 701 MARKET STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ST. LOUIS, MO 63101-1826								
(City)	(State)	(Zip)						

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	01/03/2006		A		435	D	\$ 0	435	D	
Common Stock								7,256 ⁽¹⁾	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (right to buy)	\$86.2	01/03/2006		A		1,133		01/03/2007 ⁽²⁾	01/02/2016	Common Stock	1,133	\$ 0	1,133 ⁽³⁾	D	

Explanation of Responses:

1. The number of shares has been adjusted to reflect the 2-for-1 stock split effected by the Company in March 2005.

2. The options vest in three equal annual installments beginning January 3, 2007.
3. Does not include an additional 8,648 options with different expiration dates and exercise prices.

Signatures

Robert B. Karn III by Joseph W. Bean, Attorney-in-Fact

01/05/2006

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.