

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

WHITING RICHARD M

CIK: **1213884**

Type: **4** | Act: **34** | File No.: **001-16463** | Film No.: **06513993**

Business Address
*PEABODY ENERGY CORP
701 MARKET ST
ST LOUIS MO 63101*

ISSUER

PEABODY ENERGY CORP

CIK: **1064728** | IRS No.: **134004153** | State of Incorp.: **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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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

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 WHITING RICHARD M			2. Issuer Name and Ticker or Trading Symbol PEABODY ENERGY CORP [BTU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP - Sales and Trading	
(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 ____ Form Filed by More than One Reporting Person	
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			

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					
Employee Stock Option (right to buy)	\$86.2	01/03/2006		A		19,075		01/03/2007 ⁽¹⁾	01/02/2016	Common Stock	19,075	\$ 0	19,075 ⁽²⁾	D
Employee Stock Option (right to buy)	\$86.2	01/03/2006		A		19,671		01/03/2009 ⁽³⁾	01/02/2016	Common Stock	19,671	\$ 0	19,671 ⁽²⁾	D

Explanation of Responses:

- The options vest in three equal annual installments beginning on January 3, 2007.
- The numbers reported in this column 9 of Table II do not include an additional 268,158 options with different expiration dates and exercise prices.

3. The options vest on January 3, 2009.

Signatures

Richard M. Whiting 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.