KLINGER JEFFERY L

Form 4

January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Add KLINGER JE	•	ing Person *	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 MARKET	Γ STREET		(Month/Day/Year) 01/03/2006	Director 10% Owner Officer (give title Other (specify below) VP, GC & Sec.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS, M	1 O 63101-1	826	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

(City)	(State)	Table	e I - Non-D	erivative	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi r(A) or Di (Instr. 3,	sposed	d 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	01/03/2006		M	2,500	A	\$ 14	31,966 (1)	D (2)	
Common Stock	01/03/2006		S(3)	2,500	D	\$ 82.47	29,466 (1)	I (2)	By Trust
Common Stock	01/03/2006		S(3)	2,500	D	\$ 82.47	26,966 <u>(1)</u>	I (2)	By Trust

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

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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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Employee Stock Option (right to buy)	\$ 14	01/03/2006		M		2,500	05/21/2002	05/21/2011	Common Stock	2,
Employee Stock Option (right to buy)	\$ 86.2	01/03/2006		A	3,302		01/03/2007(5)	01/02/2016	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of more runner, raune on	Director	10% Owner	Officer	Other			
KLINGER JEFFERY L							
701 MARKET STREET			VP, GC & Sec.				
ST. LOUIS, MO 63101-1826							

Signatures

Jeffery L. Klinger by Joseph W. Bean, Attorney-in-Fact

**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) Amount includes 1,748 shares held directly by the reporting person.
- (2) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 3, upon exercise of the options the shares are immediately transferred to a family trust.
- (3) The sale reported in this Form 4 was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

Reporting Owners 2

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- (4) The numbers reported in this column 9 of Table II do not include an additional 168,642 options with different expiration dates and exercise prices.
- (5) The options vest in three equal annual installments beginning on January 3, 2007.

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.