

KLINGER JEFFERY L
Form 4
January 05, 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 *
KLINGER JEFFERY L

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)
01/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, GC & Sec.

ST. LOUIS, MO 63101-1826

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| 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 ⁽¹⁾ | I ⁽²⁾ | By Trust |

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

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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.

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