

PEABODY ENERGY CORP

Form 4

March 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGER JEFFERY L

(Last) (First) (Middle)

701 MARKET STREET

(Street)

ST. LOUIS, MO 63101-1826

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PEABODY ENERGY CORP [BTU]

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

03/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, GC & Sec.

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2006		M	11,252 A \$ 7	65,184 ⁽¹⁾	D ⁽²⁾	
Common Stock	03/01/2006		M	1,284 A \$ 6.715	66,468 ⁽¹⁾	D ⁽²⁾	
Common Stock	03/01/2006		M	2,464 A \$ 7.298	68,932 ⁽¹⁾	D ⁽²⁾	
Common Stock	03/01/2006		S ⁽³⁾	1,125 D \$ 48.55	67,807 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006		S ⁽³⁾	1,641 D \$ 48.48	66,166 ⁽¹⁾	I ⁽²⁾	By trust

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Common Stock	03/01/2006	S ⁽³⁾	1,406	D	\$ 48.4	64,760 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	1,266	D	\$ 48.37	63,494 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	984	D	\$ 48.36	62,510 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	4,531	D	\$ 48.27	57,979 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	937	D	\$ 48.25	57,042 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	1,781	D	\$ 48.2	55,261 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	47	D	\$ 48.19	55,214 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	563	D	\$ 48.18	54,651 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	141	D	\$ 48.15	54,510 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	47	D	\$ 48.13	54,463 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	187	D	\$ 48.12	54,276 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	234	D	\$ 48.11	54,042 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	703	D	\$ 48.1	53,339 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	47	D	\$ 48.09	53,292 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	141	D	\$ 48.07	53,151 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	47	D	\$ 48.06	53,104 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	1,031	D	\$ 48.05	52,073 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	375	D	\$ 48.04	51,698 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	47	D	\$ 48.03	51,651 ⁽¹⁾	I ⁽²⁾	By trust
Common Stock	03/01/2006	S ⁽³⁾	1,125	D	\$ 48.01	50,526 ⁽¹⁾	I ⁽²⁾	By trust
	03/01/2006	S ⁽³⁾	656	D	\$ 48	49,870 ⁽¹⁾	I ⁽²⁾	By trust

Common
Stock

Common Stock	03/01/2006	S ⁽³⁾	938	D	\$ 47.95	48,932 ⁽¹⁾	I ⁽²⁾	By trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying Securities (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7	03/01/2006		M		11,252	05/21/2003 ⁽⁴⁾	05/21/2011	Common Stock	11,252	
Employee Stock Option (right to buy)	\$ 6.715	03/01/2006		M		1,284	01/15/2005	01/15/2012	Common Stock	1,284	
Employee Stock Option (right to buy)	\$ 7.298	03/01/2006		M		2,464	01/02/2004	01/02/2013	Common Stock	2,464	

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

03/03/2006

__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 3,496 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) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Of the 11,252 options, 2,501 vested on May 21, 2003 and 8,751 vested on May 21, 2004.
- (5) The numbers reported in this column 9 of Table II do not include an additional 315,884 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.
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