

Crews Michael C.
Form 4
February 01, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Crews Michael C.

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

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

01/28/2011

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

Executive Vice President & CFO

(Street)

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

ST. LOUIS, MO 63101

6. Individual or Joint/Group Filing(Check
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 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	01/28/2011		A ⁽¹⁾	10,696 A	\$ 0 33,338	D	
Common Stock	01/28/2011		M ⁽²⁾	8,979 A	\$ 26.84 42,317	D	
Common Stock	01/28/2011		M ⁽²⁾	2,920 A	\$ 47.87 45,237	D	
Common Stock	01/28/2011		F	3,946 D	\$ 62.38 41,291	D	
Common Stock	01/28/2011		S ⁽²⁾	15,274 D	\$ 61.63 26,017	D	

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Common Stock 9,554 I By 401(k) Plan

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

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SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.84	01/28/2011		M ⁽²⁾	8,979	01/05/2011 01/05/2019	Common Stock 8,979
Employee Stock Option (right to buy)	\$ 47.87	01/28/2011		M ⁽²⁾	2,920	01/04/2011 01/04/2020	Common Stock 2,920

Reporting Owners

Reporting Owner Name / Address	Relationships
Crews Michael C. 701 MARKET STREET ST. LOUIS, MO 63101	Director 10% Owner Officer Other Executive Vice President & CFO

Signatures

Michael C. Crews By Kenneth L. Wagner
Attorney-in-Fact 02/01/2011

__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) The securities were issued to the reporting person pursuant to the payout of a performance unit award under the Issuer's Long-Term Equity Incentive Plan.
- (2) This exercise/sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Not applicable.
- (4) Does not include employee stock 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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