

PEABODY ENERGY CORP

Form 4

August 15, 2016

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 *
 Galli Bryan A

2. Issuer Name **and** Ticker or Trading
 Symbol
 PEABODY ENERGY CORP
 [BTUUQ]

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)
 08/11/2016

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 Group Exec Marketing & Trading

ST. LOUIS, MO 63101

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

(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	08/11/2016		J ⁽¹⁾	7,847 D \$ 0	2,521	D	
Common Stock	08/11/2016		J ⁽¹⁾	1,454 D \$ 0	1,742 ⁽²⁾	D	
Common Stock					5,113 ⁽³⁾	I	By Trust

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Galli Bryan A 701 MARKET STREET ST. LOUIS, MO 63101	Group Exec Marketing & Trading

Signatures

/s/ Bryan A. Galli By: Priscilla Duncan,
Attorney-in-Fact

08/15/2016

**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) On April 13, 2016, the Issuer filed voluntarily petitions under Chapter 11 of Title 11 of the U.S. Code (the "Bankruptcy Code") in the U.S. Bankruptcy Court for the Eastern District of Missouri. Section 503(c) of the Bankruptcy Code places limitations on payments made to insiders; as such, the Reporting Person's prepetition restricted stock awards are prohibited from vesting while the Issuer is in bankruptcy and the Issuer has therefore cancelled such awards.

(2) Reflects 674 shares that were previously held indirectly through a trust and are now held directly by the Reporting Person. Also reflects one additional share issued by the Issuer to the Reporting Person on December 11, 2015 in connection with the implementation of the Issuer's 1-for-15 reverse stock split which occurred on October 1, 2015.

(3) The amount of shares held indirectly by the Reporting Person no longer include 30 shares held through the Issuer's 401(k) plan. As of March 2016, the Issuer no longer offered its stock as an investment option under the Issuer's 401(k) plan.

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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