

PEABODY ENERGY CORP
Form 4
April 26, 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 *
WALCOTT ROGER B JR

(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)
04/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Corporate Development

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	04/24/2006		M		18,956	A	\$ 7.2975	51,736	D ⁽¹⁾	
Common Stock	04/24/2006		M		13,585	A	\$ 10.4875	65,321	D ⁽¹⁾	
Common Stock	04/24/2006		M		7,520	A	\$ 19.3275	72,841	D ⁽¹⁾	
Common Stock	04/24/2006		S		2,261	D	\$ 65.15	70,580	I ⁽¹⁾	By Trust
Common Stock	04/24/2006		S		1,000	D	\$ 65.13	69,580	I ⁽¹⁾	By Trust

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Common Stock	04/24/2006	S	100	D	\$ 65.12	69,480	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	200	D	\$ 65.1	69,280	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	200	D	\$ 65.09	69,080	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	1,000	D	\$ 65.06	68,080	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	2,500	D	\$ 65.05	65,580	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	800	D	\$ 65.01	64,780	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	3,200	D	\$ 65	61,580	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	500	D	\$ 64.96	61,080	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	1,300	D	\$ 64.9	59,780	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	400	D	\$ 64.87	59,380	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	1,100	D	\$ 64.86	58,280	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	3,000	D	\$ 64.85	55,280	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	400	D	\$ 64.82	54,880	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	4,400	D	\$ 64.8	50,480	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	100	D	\$ 64.79	50,380	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	300	D	\$ 64.78	50,080	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	2,600	D	\$ 64.77	47,480	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	500	D	\$ 64.76	46,980	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	3,400	D	\$ 64.75	43,580	I ⁽¹⁾	By Trust
Common Stock	04/24/2006	S	700	D	\$ 64.74	42,880	I ⁽¹⁾	By Trust
	04/24/2006	S	1,600	D	\$ 64.73	41,280	I ⁽¹⁾	By Trust

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Common Stock									
Common Stock	04/24/2006		S	900	D	\$ 64.71	40,380	I ⁽¹⁾	By Trust
Common Stock	04/24/2006		S	5,200	D	\$ 64.7	35,180	I ⁽¹⁾	By Trust
Common Stock	04/24/2006		S	200	D	\$ 64.68	34,980	I ⁽¹⁾	By Trust

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 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) ⁽²⁾	\$ 7.2975	04/24/2006		M	18,956	01/02/2006	01/02/2013	Common Stock	18,956
Employee Stock Option (right to buy) ⁽²⁾	\$ 10.4875	04/24/2006		M	13,585	01/02/2006	01/02/2014	Common Stock	13,585
Employee Stock Option (right to buy) ⁽²⁾	\$ 19.3275	04/24/2006		M	7,520	01/03/2006	01/03/2015	Common Stock	7,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALCOTT ROGER B JR 701 MARKET STREET ST. LOUIS, MO 63101-1826			EVP - Corporate Development	

Signatures

Roger B. Walcott, Jr. By: Joseph W. Bean,
Attorney-in-Fact 04/26/2006

__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) Upon exercise of the options, the shares are immediately transferred to a family trust.
- (2) The number of outstanding stock options and exercise prices have been adjusted to reflect the 2-for-1 stock split effected by the Company in February 2006.
- (3) Not applicable.
- (4) The numbers reported in this Column 9 of Table II do not include an additional 455,750 options with different expiration dates and exercise prices.

Remarks:

1 of 2 Form 4's-- Additional transactions from 4/24/2006 are reported on a separate Form 4.

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.