

ENGELHARDT IRL F
Form 4
December 22, 2005

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 *
ENGELHARDT IRL F

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2005

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

Chairman and CEO

701 MARKET STREET

(Street)

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

ST. LOUIS, MO 63101-1826

(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)
			Code	V	Amount	Price	
Common Stock	12/21/2005		M		50,000	\$ 7.145	D ⁽¹⁾
Common Stock	12/21/2005		S ⁽²⁾		6,600	\$ 82.5	I ⁽¹⁾ By Family Trust
Common Stock	12/21/2005		S ⁽²⁾		900	\$ 82.48	I ⁽¹⁾ By Family Trust
Common Stock	12/21/2005		S ⁽²⁾		200	\$ 82.47	I ⁽¹⁾ By Family Trust
Common Stock	12/21/2005		S ⁽²⁾		100	\$ 82.46	I ⁽¹⁾ By Family Trust

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Common Stock	12/21/2005	<u>S(2)</u>	400	D	\$ 82.42	312,918	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	300	D	\$ 82.41	312,618	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	1,800	D	\$ 82.4	310,818	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	2,500	D	\$ 82.35	308,318	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	600	D	\$ 82.34	307,718	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	700	D	\$ 82.33	307,018	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	1,600	D	\$ 82.3	305,418	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	400	D	\$ 82.29	305,018	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	300	D	\$ 82.28	304,718	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	300	D	\$ 82.26	304,418	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	400	D	\$ 82.25	304,018	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	1,800	D	\$ 82.24	302,218	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	600	D	\$ 82.23	301,618	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	1,200	D	\$ 82.22	300,418	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	600	D	\$ 82.21	299,818	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	2,100	D	\$ 82.2	297,718	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	300	D	\$ 82.19	297,418	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	900	D	\$ 82.17	296,518	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	500	D	\$ 82.15	296,018	<u>I (1)</u>	By Family Trust
Common Stock	12/21/2005	<u>S(2)</u>	600	D	\$ 82.14	295,418	<u>I (1)</u>	By Family Trust
	12/21/2005	<u>S(2)</u>	3,800	D		291,618	<u>I (1)</u>	

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- (1) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 2, upon exercise of the options the shares are immediately transferred to a family trust.
- (2) This 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 an additional 1,136,006 options with different expiration dates and exercise prices.

Remarks:

Additional transactions from December 21, 2005 were recorded on a separately filed 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.

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