

PEABODY ENERGY CORP
Form 4
December 05, 2007

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 *
FIEHLER SHARON D

(Last) (First) (Middle)
701 MARKET STREET
(Street)

ST. LOUIS, MO 63101

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2007

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 - Human Resources & Admin.

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 | (A) or (D) | Price |
| Common Stock | 12/03/2007 | | M ⁽¹⁾ | | 133,548 | A | \$ 3,3001 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 100 | D | \$ 55.78 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 100 | D | \$ 55.73 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 2,500 | D | \$ 55.7 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 10,200 | D | \$ 55.6 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|--------------------|---|
| Common Stock | 12/03/2007 | <u>S(1)</u> | 500 | D | \$ 55.59 | 122,133 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 500 | D | \$ 55.57 | 121,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,000 | D | \$ 55.56 | 120,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 900 | D | \$ 55.55 | 119,733 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,100 | D | \$ 55.54 | 118,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,900 | D | \$ 55.53 | 116,733 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,900 | D | \$ 55.52 | 114,833 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 6,300 | D | \$ 55.51 | 108,533 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 10,300 | D | \$ 55.5 | 98,233 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,300 | D | \$ 55.49 | 96,933 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,400 | D | \$ 55.48 | 95,533 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,200 | D | \$ 55.47 | 94,333 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 3,000 | D | \$ 55.46 | 91,333 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 2,700 | D | \$ 55.45 | 88,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 200 | D | \$ 55.44 | 88,433 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 800 | D | \$ 55.43 | 87,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 15,000 | D | \$ 55.43 | 72,633 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 100 | D | \$ 55.54 | 72,533 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 1,400 | D | \$ 55.52 | 71,133 <u>(2)</u> | D |
| Common Stock | 12/03/2007 | <u>S(1)</u> | 6,000 | D | \$ 55.51 | 65,133 <u>(2)</u> | D |
| | 12/03/2007 | <u>S(1)</u> | 200 | D | \$ 55.49 | 64,933 <u>(2)</u> | D |

| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|-----------------------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 100 | D | \$ 55.48 | 64,833 ⁽²⁾ | D |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 100 | D | \$ 55.47 | 64,733 ⁽²⁾ | D |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 12,698 | D | \$ 55.45 | 52,035 ⁽²⁾ | D |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 400 | D | \$ 55.38 | 51,635 ⁽²⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Number Shares |
| Employee Stock Option (right to buy) | \$ 3.3001 | 12/03/2007 | | M ⁽¹⁾ | 133,548 | 11/19/2007 | 05/19/2008 | Common Stock | 133,548 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIEHLER SHARON D 701 MARKET STREET ST. LOUIS, MO 63101 | | | EVP - Human Resources & Admin. | |

Signatures

Sharon D. Fiehler By: Kenneth L. Wagner
Attorney-in-Fact

12/05/2007

__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) This exercise/sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) Includes 1,985 shares held by the reporting person in the Company's Employee Stock Purchase Plan.
 - (3) Not applicable.
 - (4) Does not include an additional 191,779 options with different expiration dates and exercise prices.

Remarks:

1 of 2 Form 4s - Additional transactions from December 3, 2007 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.