

ENGELHARDT IRL F
Form 4
September 23, 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)
701 MARKET STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2005

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

ST. LOUIS, MO 63101-1826

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)
			Code	V Amount (A) or (D) Price			
Common Stock	09/21/2005		M	50,000 A \$ 7.145	347,118	D ⁽¹⁾	
Common Stock	09/21/2005		S ⁽²⁾	9,400 D \$ 83.5	337,718	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005		S ⁽²⁾	200 D \$ 83.48	337,518	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005		S ⁽²⁾	200 D \$ 83.45	337,318	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005		S ⁽²⁾	1,600 D \$ 83.4	335,718	I ⁽¹⁾	By Family Trust

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Common Stock	09/21/2005	S ⁽²⁾	1,100	D	\$ 83.32	334,618	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	1,000	D	\$ 83.27	333,618	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	1,200	D	\$ 83.2	332,418	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	200	D	\$ 83.19	332,218	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	800	D	\$ 83.15	331,418	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	600	D	\$ 83.11	330,818	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	25,000	D	\$ 83.1	305,818	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	1,300	D	\$ 83.08	304,518	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	1,800	D	\$ 83.06	302,718	I ⁽¹⁾	By Family Trust
Common Stock	09/21/2005	S ⁽²⁾	5,600	D	\$ 83.05	297,118	I ⁽¹⁾	By Family Trust
Common Stock						15,626	D ⁽³⁾	
Common Stock						8,358	I	By 401(k) Plan
Common Stock						2,200	I	By Spouse

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.145	09/21/2005	M	50,000	05/22/2001 ⁽⁴⁾	05/19/2008	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGELHARDT IRL F 701 MARKET STREET ST. LOUIS, MO 63101-1826	X		Chairman and CEO	

Signatures

Irl F. Engelhardt By: Joseph W. Bean,
Attorney-in-Fact

09/23/2005

__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) 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) Includes 2,166 shares acquired under the Company's Employee Stock Purchase Plan.
 - (4) Of the 50,000 options exercised, 23,200 vested on May 19, 2000 and 26,800 vested on May 19, 2001.
 - (5) Not applicable.
 - (6) Does not include an additional 1,136,006 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. 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.