

NAVARRE RICHARD A
Form 4
May 08, 2008

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 *
NAVARRE RICHARD A

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)
05/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres & Chief Comm. Officer

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	05/06/2008		M ⁽¹⁾	7,382 A \$ 11.2907	7,382 ⁽²⁾	D	
Common Stock	05/06/2008		M ⁽¹⁾	14,003 A \$ 17.8541	21,385	D	
Common Stock	05/06/2008		M ⁽¹⁾	7,796 A \$ 21.9163	29,181	D	
Common Stock	05/06/2008		M ⁽¹⁾	18,847 A \$ 34.9553	48,028	D	
Common Stock	05/06/2008		M ⁽¹⁾	31,769 A \$ 39.8143	79,797	D	

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Common Stock	05/06/2008	<u>S(1)</u>	7,197	D	\$ 65	72,600	D
Common Stock	05/06/2008	<u>S(1)</u>	1,967	D	\$ 65.01	70,633	D
Common Stock	05/06/2008	<u>S(1)</u>	2,476	D	\$ 65.02	68,157	D
Common Stock	05/06/2008	<u>S(1)</u>	2,600	D	\$ 65.03	65,557	D
Common Stock	05/06/2008	<u>S(1)</u>	2,400	D	\$ 65.04	63,157	D
Common Stock	05/06/2008	<u>S(1)</u>	3,502	D	\$ 65.05	59,655	D
Common Stock	05/06/2008	<u>S(1)</u>	4,389	D	\$ 65.06	55,266	D
Common Stock	05/06/2008	<u>S(1)</u>	100	D	\$ 65.065	55,166	D
Common Stock	05/06/2008	<u>S(1)</u>	3,436	D	\$ 65.07	51,730	D
Common Stock	05/06/2008	<u>S(1)</u>	4,090	D	\$ 65.08	47,640	D
Common Stock	05/06/2008	<u>S(1)</u>	5,000	D	\$ 65.09	42,640	D
Common Stock	05/06/2008	<u>S(1)</u>	4,387	D	\$ 65.1	38,253	D
Common Stock	05/06/2008	<u>S(1)</u>	5,884	D	\$ 65.11	32,369	D
Common Stock	05/06/2008	<u>S(1)</u>	1,900	D	\$ 65.12	30,469	D
Common Stock	05/06/2008	<u>S(1)</u>	2,594	D	\$ 65.13	27,875	D
Common Stock	05/06/2008	<u>S(1)</u>	1,000	D	\$ 65.14	26,875	D
Common Stock	05/06/2008	<u>S(1)</u>	100	D	\$ 65.145	26,775	D
Common Stock	05/06/2008	<u>S(1)</u>	3,808	D	\$ 65.15	22,967	D
Common Stock	05/06/2008	<u>S(1)</u>	1,882	D	\$ 65.16	21,085	D
Common Stock	05/06/2008	<u>S(1)</u>	2,738	D	\$ 65.17	18,347	D
	05/06/2008	<u>S(1)</u>	1,097	D	\$ 65.18	17,250	D

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Common Stock							
Common Stock	05/06/2008	S ⁽¹⁾	3,000	D	\$ 65.19	14,250	D
Common Stock	05/06/2008	S ⁽¹⁾	300	D	\$ 65.21	13,950	D
Common Stock	05/06/2008	S ⁽¹⁾	1,057	D	\$ 65.24	12,893	D
Common Stock	05/06/2008	S ⁽¹⁾	600	D	\$ 65.25	12,293	D

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)	Amount or Number of Share		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.2907	05/06/2008		M ⁽¹⁾		7,382		06/15/2007	06/15/2014	Common Stock	7,382
Employee Stock Option (right to buy)	\$ 17.8541	05/06/2008		M ⁽¹⁾		14,003		01/03/2008	01/03/2015	Common Stock	14,003
Employee Stock Option (right to buy)	\$ 21.9163	05/06/2008		M ⁽¹⁾		7,796		⁽⁵⁾	04/01/2015	Common Stock	7,796
	\$ 34.9553	05/06/2008		M ⁽¹⁾		18,847		01/03/2008	01/03/2017		18,847

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 39.8143 05/06/2008
(right to
buy)

M⁽¹⁾

31,769

(6)

01/03/2016

Common
Stock

31,769

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAVARRE RICHARD A 701 MARKET STREET ST. LOUIS, MO 63101-1826			Pres & Chief Comm. Officer	

Signatures

Richard A. Navarre By: Kenneth L. Wagner
Attorney-in-Fact 05/08/2008

 **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) Excludes 27,050 shares previously owned directly which were contributed to the reporting person's trust on February 6, 2008. These 27,050 shares are now owned indirectly by the reporting person.
- (3) Not applicable.
- (4) Does not include employee stock options with different expiration dates and exercise prices.
- (5) The options vested in three equal annual installments beginning April 1, 2006.
- (6) The options vested in three equal annual installments beginning January 3, 2007.

Remarks:

1 of 2 Form 4s - Additional transactions from May 6, 2008 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.