

PEABODY ENERGY CORP
Form 4
October 09, 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 *
JAMES WILLIAM E

(Last) (First) (Middle)

C/O ROCKPORT CAPITAL PARTNERS, LLC, 160 FEDERAL STREET, 18TH FLOOR

(Street)

BOSTON, MA 02110-1776

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PEABODY ENERGY CORP [BTU]

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

10/07/2008

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)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/07/2008		M	4,331 A \$ 6.143	7,627	D	
Common Stock	10/07/2008		M	7,773 A \$ 6.4317	15,400	D	
Common Stock	10/07/2008		M	7,595 A \$ 6.5841	22,995	D	
Common Stock					7,539	I	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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.143	10/07/2008		M	4,331	<u>(1)</u> 07/18/2011	Common Stock	4,331
Employee Stock Option (right to buy)	\$ 6.4317	10/07/2008		M	7,773	<u>(4)</u> 05/03/2012	Common Stock	7,773
Employee Stock Option (right to buy)	\$ 6.5841	10/07/2008		M	7,595	<u>(5)</u> 05/06/2013	Common Stock	7,595

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JAMES WILLIAM E
C/O ROCKPORT CAPITAL PARTNERS, LLC
160 FEDERAL STREET, 18TH FLOOR
BOSTON, MA 02110-1776

X

Signatures

William E. James By Kenneth L. Wagner,
Attorney-in-Fact

10/09/2008

__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) The options vested in three equal annual installments beginning on July 18, 2002.
- (2) Not applicable.
- (3) Does not include employee stock options with different expiration dates and exercise prices.
- (4) The options vested in three equal annual installments beginning on May 3, 2003.
- (5) The options vested in three equal annual installments beginning on May 6, 2004.

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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