

PEABODY ENERGY CORP  
 Form 4  
 February 06, 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 \*  
 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)  
 02/05/2007

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

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	02/05/2007		M		67,939	A	\$ 10.4875	560,175	D <sup>(1)</sup>	
Common Stock	02/05/2007		S <sup>(2)</sup>		18,500	D	\$ 42.17	541,675	I <sup>(1)</sup>	By Trust
Common Stock	02/05/2007		S <sup>(2)</sup>		15,600	D	\$ 42.21	526,075	I <sup>(1)</sup>	By Trust
Common Stock	02/05/2007		S <sup>(2)</sup>		200	D	\$ 42.24	525,875	I <sup>(1)</sup>	By Trust
Common Stock	02/05/2007		S <sup>(2)</sup>		200	D	\$ 42.25	525,675	I <sup>(1)</sup>	By Trust
Common Stock	02/05/2007		S <sup>(2)</sup>		5,700	D	\$ 42.26	519,975	I <sup>(1)</sup>	By Trust

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Common Stock								
Common Stock	02/05/2007	<u>S(2)</u>	100	D	\$ 42.27	519,875	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,400	D	\$ 42.28	518,475	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	700	D	\$ 42.29	517,775	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	700	D	\$ 42.3	517,075	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,300	D	\$ 42.31	515,775	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,300	D	\$ 42.32	514,475	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	4,900	D	\$ 42.33	509,575	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	700	D	\$ 42.34	508,875	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	5,900	D	\$ 42.35	502,975	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	600	D	\$ 42.36	502,375	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	600	D	\$ 42.37	501,775	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,000	D	\$ 42.38	500,775	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,800	D	\$ 42.39	498,975	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,200	D	\$ 42.4	497,775	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,300	D	\$ 42.41	496,475	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	200	D	\$ 42.42	496,275	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	2,800	D	\$ 42.43	493,475	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	1,239	D	\$ 42.44	492,236	<u>I (1)</u>	By Trust
Common Stock	02/05/2007	<u>S(2)</u>	25,000	D	\$ 42.2	467,236	<u>I (1)</u>	By Trust
	02/05/2007	<u>S(2)</u>	200	D	\$ 42.21	467,036	<u>I (1)</u>	By Trust

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Common Stock									
Common Stock	02/05/2007	S <sup>(2)</sup>	5,900	D	\$ 42.22	461,136	I <sup>(1)</sup>	By Trust	
Common Stock	02/05/2007	S <sup>(2)</sup>	1,900	D	\$ 42.23	459,236	I <sup>(1)</sup>	By Trust	
Common Stock	02/05/2007	S <sup>(2)</sup>	200	D	\$ 42.24	459,036	I <sup>(1)</sup>	By Trust	
Common Stock	02/05/2007	S <sup>(2)</sup>	3,800	D	\$ 42.25	455,236	I <sup>(1)</sup>	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.4875	02/05/2007		M	67,939	01/02/2007	01/02/2014	Common Stock	67,939

## Reporting Owners

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

## Signatures

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

02/06/2007

\_\_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) 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 1,320,351 options with different expiration dates and exercise prices.

### Remarks:

Additional transactions from February 5, 2007 were reported 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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