

Williamson Kemal  
 Form 4  
 February 07, 2006

**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 \*  
 Williamson Kemal

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)  
 02/06/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Group VP - U.S. Western Ops.

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                    | 02/06/2006                           |  | M                              |   | 1,100   | A  | \$ 14.595   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 800   | A  | \$ 20.975   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 500   | A  | \$ 38.655   |
| Common Stock                    | 02/06/2006                           |  | S                              |   | 100   | D  | \$ 103.98   |
| Common Stock                    | 02/06/2006                           |  | S                              |   | 2,300   | D  | \$ 103.8  |

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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 Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 14.595  | 02/06/2006                           |  | M                              | 1,100   | 01/02/2006 01/02/2013                                    | Common Stock  | 1,100                      |
| Employee Stock Option (right to buy)       | \$ 20.975  | 02/06/2006                           |  | M                              | 800   | 01/02/2006 01/02/2014                                    | Common Stock  | 800                        |
| Employee Stock Option (right to buy)       | \$ 38.655  | 02/06/2006                           |  | M                              | 500   | 01/03/2006 01/03/2015                                    | Common Stock  | 500                        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Williamson Kemal<br>701 MARKET STREET<br>ST. LOUIS, MO 63101-1826 |               |           | Group VP - U.S. Western Ops. |       |

## Signatures

Kemal Williamson By: Bryan L. Sutter,  
Attorney-in-Fact

02/07/2006

\_\_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) Includes 538 shares acquired under the Company's Employee Stock Purchase Plan.
- (2) The numbers reported in this column 9 of Table II do not include an additional 26,540 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.  
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