

PEABODY ENERGY CORP

Form 4

May 14, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIEHLER SHARON D

(Last) (First) (Middle)

701 MARKET STREET

(Street)

ST. LOUIS, MO 63101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

PEABODY ENERGY CORP [BTU]

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

05/12/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - Chief Admin. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	05/12/2008		M ⁽¹⁾	V Amount (A) or (D) Price 6,348 A \$ 17.8541	18,289 ⁽²⁾	D	
Common Stock	05/12/2008		M ⁽¹⁾	16,944 A \$ 39.8143	35,233 ⁽²⁾	D	
Common Stock	05/12/2008		M ⁽¹⁾	10,036 A \$ 34.9553	45,269 ⁽²⁾	D	
Common Stock	05/12/2008		S ⁽¹⁾	5,700 D \$ 67	39,569 ⁽²⁾	D	
Common Stock	05/12/2008		S ⁽¹⁾	600 D \$ 67.01	38,969 ⁽²⁾	D	

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Common Stock	05/12/2008	<u>S(1)</u>	1,900	D	\$ 67.02	37,069 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	2,200	D	\$ 67.03	34,869 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,400	D	\$ 67.04	33,469 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,000	D	\$ 67.05	32,469 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	4,400	D	\$ 67.1	28,069 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	428	D	\$ 67.12	27,641 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	100	D	\$ 67.13	27,541 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.14	27,341 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	15,400	D	\$ 67.15	11,941 ⁽²⁾	D	
Common Stock	05/12/2008	<u>S(1)</u>	1,500	D	\$ 67	72,968	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.01	72,768	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	300	D	\$ 67.02	72,468	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	1,900	D	\$ 67.03	70,568	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	15,000	D	\$ 67.15	55,568	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	100	D	\$ 67.21	55,468	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	300	D	\$ 67.25	55,168	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	500	D	\$ 67.32	54,668	I	by Family LLC
Common Stock	05/12/2008	<u>S(1)</u>	200	D	\$ 67.33	54,468	I	by Family LLC
Common Stock	05/13/2008	<u>S(1)</u>	20,000	D	\$ 70	34,468	I	by Family LLC

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (right to buy)	\$ 17.8541	05/12/2008		M ⁽¹⁾		6,348		01/03/2008	01/03/2015	Common Stock	6,348
Employee Stock Option (right to buy)	\$ 39.8143	05/12/2008		M ⁽¹⁾		16,944		⁽⁵⁾	01/03/2016	Common Stock	16,944
Employee Stock Option (right to buy)	\$ 34.9553	05/12/2008		M ⁽¹⁾		10,036		01/03/2008	01/03/2017	Common Stock	10,036

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIEHLER SHARON D 701 MARKET STREET ST. LOUIS, MO 63101	EVP - Chief Admin. Officer

Signatures

Sharon D. Fiehler By: Kenneth L. Wagner
Attorney-in-Fact

05/14/2008

 **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 transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

(2) Includes 1,987 shares held by the reporting person in the Company's Employee Stock Purchase Plan.

(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 January 3, 2007.

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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