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PEABODY ENERGY CORP  
Form S-3MEF  
April 04, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 4, 2002.  
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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PEABODY ENERGY CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

1222  
(Primary Standard Industrial  
Classification Code Number)

13-4  
(I.R.S.  
Identifica

701 MARKET STREET  
ST. LOUIS, MISSOURI 63101-1826  
(314) 342-3400  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)  
-----

JEFFERY L. KLINGER, ESQ.  
PEABODY ENERGY CORPORATION  
701 MARKET STREET  
ST. LOUIS, MISSOURI 63101-1826  
(314) 342-3400  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)  
-----

WITH COPIES TO:  
RISE B. NORMAN, ESQ. THOMAS A. LITZ, ESQ. JEREMY W. DICKENS, ESQ.  
SIMPSON THACHER & BARTLETT THOMPSON COBURN LLP WEIL, GOTSHAL & MANGES LLP  
425 LEXINGTON AVENUE ONE U.S. BANK PLAZA 767 FIFTH AVENUE  
NEW YORK, NEW YORK 10017 ST. LOUIS, MISSOURI 63101 NEW YORK, NY 10153-0119  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time  
to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering

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pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-84174

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PR O
Common stock, par value \$0.01 per share.....	1,880,067	\$28.60	\$5

(1) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE

The Registrant hereby incorporates herein by reference the contents of its Registration Statement on Form S-3 (Registration No. 333-84174), which was declared effective by the Securities and Exchange Commission on March 15, 2002.

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

All exhibits filed with or incorporated by reference into Registration Statement No. 333-84174 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except for the following, which are filed herewith.

EXHIBIT  
NO.

DESCRIPTION OF EXHIBIT

5.1 Opinion of Simpson Thacher & Bartlett (Incorporated by reference to

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Exhibit 5.1 of the Registrant's Form S-3 Registration No. 333-84174).

- 23.1 Consent of Simpson Thacher & Bartlett (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP, Independent Auditors.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on April 4, 2002.

PEABODY ENERGY CORPORATION

By: \_\_\_\_\_  
Irl F. Engelhardt  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 4th day of April, 2002 by the following persons in the capacities indicated:

SIGNATURE	
----- Irl F. Engelhardt	* Chairman, Chief Executive Officer and Director (Principal Executive Officer)
----- Richard M. Whiting	* President, Chief Operating Officer and Director
----- Richard A. Navarre	* Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
----- Henry E. Lentz	* Vice President, Assistant Secretary and Director
----- Bernard J. Duroc-Danner	* Director
----- Roger H. Goodspeed	* Director

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* ----- Felix P. Herlihy	Director
* ----- William E. James	Director
* ----- William C. Rusnack	Director
* ----- James R. Schlesinger	Director
* ----- Blanche M. Touhill	Director
* ----- Alan H. Washkowitz	Director
*By: Jeffery L. Klinger ----- Attorney-in-Fact	