

PEABODY ENERGY CORP

Form 4

November 21, 2007

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALCOTT ROGER B JR**

(Last) (First) (Middle)

**701 MARKET STREET**

(Street)

**ST. LOUIS, MO 63101-1826**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**PEABODY ENERGY CORP [BTU]**

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

**11/19/2007**

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 \_\_\_\_ Other (specify  
below) below)

**EVP - Strategy & Bus. Services**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 11/19/2007                              |                                                             | M <sup>(2)</sup>                     | 243,568                                                                 | A \$<br>3,3001                                                                                                     | 262,348                                                                 | I <sup>(3)</sup> By Trust                                         |
| Common<br>Stock                       | 11/19/2007                              |                                                             | S <sup>(2)</sup>                     | 200                                                                     | D \$ 50.26                                                                                                         | 262,148                                                                 | I <sup>(3)</sup> By Trust                                         |
| Common<br>Stock                       | 11/19/2007                              |                                                             | S <sup>(2)</sup>                     | 1,300                                                                   | D \$ 50.27                                                                                                         | 260,848                                                                 | I <sup>(3)</sup> By Trust                                         |
| Common<br>Stock                       | 11/19/2007                              |                                                             | S <sup>(2)</sup>                     | 200                                                                     | D \$ 50.28                                                                                                         | 260,648                                                                 | I <sup>(3)</sup> By Trust                                         |
| Common<br>Stock                       | 11/19/2007                              |                                                             | S <sup>(2)</sup>                     | 200                                                                     | D \$ 50.29                                                                                                         | 260,448                                                                 | I <sup>(3)</sup> By Trust                                         |

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|              |            |             |        |   |          |         |              |          |
|--------------|------------|-------------|--------|---|----------|---------|--------------|----------|
| Common Stock | 11/19/2007 | <u>S(2)</u> | 3,200  | D | \$ 50.3  | 257,248 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 300    | D | \$ 50.31 | 256,948 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 100    | D | \$ 50.32 | 256,848 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 300    | D | \$ 50.33 | 256,548 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 900    | D | \$ 50.34 | 255,648 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 1,200  | D | \$ 50.35 | 254,448 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 200    | D | \$ 50.36 | 254,248 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 900    | D | \$ 50.49 | 253,348 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 3,600  | D | \$ 50.5  | 249,748 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 2,000  | D | \$ 50.52 | 247,748 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 6,000  | D | \$ 50.53 | 241,748 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 900    | D | \$ 50.56 | 240,848 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 100    | D | \$ 50.57 | 240,748 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 400    | D | \$ 50.58 | 240,348 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 1,400  | D | \$ 50.59 | 238,948 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 1,700  | D | \$ 50.6  | 237,248 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 2,400  | D | \$ 50.62 | 234,848 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 500    | D | \$ 50.65 | 234,348 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 600    | D | \$ 50.66 | 233,748 | <u>I (3)</u> | By Trust |
| Common Stock | 11/19/2007 | <u>S(2)</u> | 5,800  | D | \$ 50.67 | 227,948 | <u>I (3)</u> | By Trust |
|              | 11/19/2007 | <u>S(2)</u> | 12,800 | D | \$ 50.68 | 215,148 | <u>I (3)</u> | By Trust |

Common  
Stock

|                 |            |                  |       |   |          |         |                  |          |
|-----------------|------------|------------------|-------|---|----------|---------|------------------|----------|
| Common<br>Stock | 11/19/2007 | S <sup>(2)</sup> | 1,200 | D | \$ 50.69 | 213,948 | I <sup>(3)</sup> | By Trust |
| Common<br>Stock | 11/19/2007 | S <sup>(2)</sup> | 800   | D | \$ 50.7  | 213,148 | I <sup>(3)</sup> | By Trust |
| Common<br>Stock | 11/19/2007 | S <sup>(2)</sup> | 1,100 | D | \$ 50.71 | 212,048 | I <sup>(3)</sup> | By Trust |
| Common<br>Stock | 11/19/2007 | S <sup>(2)</sup> | 500   | D | \$ 50.72 | 211,548 | I <sup>(3)</sup> | By Trust |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)             | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                                 |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 3.3001                                                          | 11/19/2007                              |                                                             | M                                    | 243,568                                                                                                   | 11/19/2007 05/19/2008                                          | Common<br>Stock 243,5                                               |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---------------------------------------------------------------------|----------------------------------|
|                                                                     | Director 10% Owner Officer Other |
| WALCOTT ROGER B JR<br>701 MARKET STREET<br>ST. LOUIS, MO 63101-1826 | EVP - Strategy & Bus. Services   |

## Signatures

Roger B. Walcott, Jr. By: Bryan L. Sutter,  
Attorney-in-Fact

11/22/2007

\_\_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).

On October 31, 2007, Peabody Energy Corporation distributed, as a pro rata stock dividend, all of the shares of its wholly-owned subsidiary, Patriot Coal Corporation, to holders of record of Peabody Energy common stock as of the close of business on October 22, 2007 (the "spin-off"). Effective upon completion of the spin-off, the Compensation Committee of the board of directors of Peabody

- (1) Energy adjusted outstanding equity awards under existing stock plans, including outstanding stock options, to preserve the pre-spin-off intrinsic value of such awards. Accordingly, the number of shares of common stock underlying each option was increased by multiplying the number prior to the spin-off by 1.082524 and the exercise price was decreased by multiplying the exercise price prior to the spin-off by 0.923767.
- (2) This exercise/sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Upon exercise of the options, the shares are immediately transferred to a family trust.
- (4) Not applicable.
- (5) The numbers reported in this Column 9 of Table II do not include an additional 110,847 options with different expiration dates and exercise prices.

### Remarks:

1 of 3 Form 4s - Additional transactions from November 19, 2007 are reported on separate Form 4s.

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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