ENGELHARDT IRL F

Form 4

December 22, 2005

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 [*] **ENGELHARDT IRL F**	2. Issuer Name **and** Ticker or Trading Symbol **PEABODY ENERGY CORP [BTU]**	5. Relationship of Reporting Person(s) to Issuer
(Last)　(First)　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2005	(Check all applicable) __X__ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　　　below) Chairman and CEO
701 MARKET STREET		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
ST. LOUIS, MO 63101-1826		
(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	12/21/2005		S[(1)]		300	D	$ 82.11	290,318	I [(2)]	By Family Trust
Common Stock	12/21/2005		S[(1)]		1,300	D	$ 82.1	289,018	I [(2)]	By Family Trust
Common Stock	12/21/2005		S[(1)]		100	D	$ 82.09	288,918	I [(2)]	By Family Trust
Common Stock	12/21/2005		S[(1)]		600	D	$ 82.08	288,318	I [(2)]	By Family Trust
Common Stock	12/21/2005		S[(1)]		400	D	$ 82.07	287,918	I [(2)]	By Family Trust

Common Stock	12/21/2005	S[(1)]	600	D	$ 82.06	287,318	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	1,100	D	$ 82.05	286,218	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	2,800	D	$ 82.04	283,418	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	400	D	$ 82.03	283,018	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	900	D	$ 82.02	282,118	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	500	D	$ 82.01	281,618	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	5,300	D	$ 82	276,318	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	100	D	$ 81.99	276,218	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	100	D	$ 81.98	276,118	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	100	D	$ 81.97	276,018	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	100	D	$ 81.96	275,918	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	1,400	D	$ 81.94	274,518	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	1,100	D	$ 81.93	273,418	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	200	D	$ 81.91	273,218	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	400	D	$ 81.9	272,818	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	100	D	$ 81.88	272,718	I [(2)]	By Family Trust
Common Stock	12/21/2005	S[(1)]	1,600	D	$ 81.8	271,118	I [(2)]	By Family Trust
Common Stock						15,626	D [(3)]	
Common Stock						8,358	I	By 401(k) Plan
Common Stock						2,200	I	By Spouse

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.

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

Irl F. Engelhardt By: Joseph W. Bean, Attorney-in-Fact	12/22/2005
**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 sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

(2) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 1, upon exercise of the options the shares are immediately transferred to a family trust.

(3) Includes 2,166 shares acquired under the Company's Employee Stock Purchase Plan.

Remarks:
Additional transactions from December 21, 2005 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.

Explanation of Responses: