

WALCOTT ROGER B JR
Form 4
November 23, 2004

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 *
WALCOTT ROGER B JR

(Last) (First) (Middle)

PEABODY ENERGY CORP, 701
MARKET ST

(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)

11/22/2004

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-Corporate Development

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/22/2004		M		14,286	A	\$ 28	19,709 ⁽¹⁾	D
Common Stock	11/22/2004		M		9,928	A	\$ 26.86	29,637 ⁽¹⁾	D
Common Stock	11/22/2004		M		4,739	A	\$ 29.19	34,376 ⁽¹⁾	D
Common Stock	11/22/2004		S		28,953	D	\$ 77.2788	5,423 ⁽¹⁾	D

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 28	11/22/2004		M	14,286	05/21/2002 ⁽²⁾ 05/20/2011	Common Stock 14,286
Employee Stock Option (right to buy)	\$ 26.86	11/22/2004		M	9,928	01/15/2003 ⁽³⁾ 01/14/2012	Common Stock 9,928
Employee Stock Option (right to buy)	\$ 29.19	11/22/2004		M	4,739	01/02/2004 01/01/2013	Common Stock 4,739

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALCOTT ROGER B JR PEABODY ENERGY CORP 701 MARKET ST ST LOUIS, MO 63101	EVP-Corporate Development

Signatures

/s/ Roger B.
Walcott Jr. 11/23/2004

____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) Including 3,423 shares acquired pursuant to the Company's Employee Stock Purchase Plan. Does not include 29,695 shares held indirectly.
- (2) The option vested in three equal installments on May 21, 2002, May 21, 2003 and May 21, 2004.
- (3) The option vested in two equal installments on January 15, 2003 and January 15, 2004.

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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