

FIEHLER SHARON D
Form 4
December 14, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
701 MARKET STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Chief Admin. Officer

ST. LOUIS, MO 63101
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 12/13/2010 | | M ⁽¹⁾ | 47,785 A \$ 39.8143 | 47,785 | D | |
| Common Stock | 12/13/2010 | | M ⁽¹⁾ | 20,071 A \$ 34.9553 | 67,856 | D | |
| Common Stock | 12/13/2010 | | M ⁽¹⁾ | 11,544 A \$ 26.84 | 79,400 | D | |
| Common Stock | 12/13/2010 | | S ⁽¹⁾ | 79,400 D \$ 62.99 ⁽²⁾ | 0 | D | |
| Common Stock | | | | | 67,134 | I | By Family LLC |

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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 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) | \$ 39.8143 | 12/13/2010 | | M ⁽¹⁾ | 47,785 | 01/03/2009 01/03/2016 | Common Stock 47,785 |
| Employee Stock Option (right to buy) | \$ 34.9553 | 12/13/2010 | | M ⁽¹⁾ | 20,071 | ⁽⁵⁾ 01/03/2017 | Common Stock 20,071 |
| Employee Stock Option (right to buy) | \$ 26.84 | 12/13/2010 | | M ⁽¹⁾ | 11,544 | 01/05/2010 01/05/2019 | Common Stock 11,544 |

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

12/14/2010

__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 exercise/sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
This represents the weighted average sale price for the shares. The shares were sold in multiple transactions at prices ranging from \$62.54
- (2) to \$63.17 per share, inclusive. The reporting person will provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Not applicable.
- (4) Does not include employee stock options with different expiration dates and exercise prices.
- (5) 10,035 options vested on January 3, 2009 and 10,036 options vested on January 3, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.