

PEABODY ENERGY CORP

Form 4

January 06, 2015

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOYCE GREGORY H**

(Last) (First) (Middle)

**PEABODY ENERGY  
CORPORATION, 701 MARKET  
STREET**

(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)

**01/02/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman and CEO

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 (1)	(A) or (D)	Price
Common Stock	01/02/2015		A		142,576	A	\$ 0
Common Stock							144,836 (2)
							331,370
						I	By Family 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  
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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 7.74	01/02/2015		A	349,464	(3) 01/02/2025	Common Stock 349,464
Stock Appreciation Right	\$ 7.74	01/02/2015		A	70,000	(5) 01/02/2025	Common Stock 70,000
Cash-Settled Restricted Stock Units	(6)	01/02/2015		A	129,199	(7) (7)	Common Stock 129,199

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYCE GREGORY H PEABODY ENERGY CORPORATION 701 MARKET STREET ST. LOUIS, MO 63101	X		Chairman and CEO	

## Signatures

Gregory H. Boyce By: Kenneth L. Wagner  
Attorney-in-Fact 01/06/2015

\_\_\_\_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) Represents a restricted stock award that vests in three equal installments beginning on January 2, 2016.
- (2) Includes 2,260 shares acquired under the Company's Employee Stock Purchase Plan.
- (3) The options vest in three equal annual installments beginning January 2, 2016.
- (4) Does not include employee stock options with different expiration dates and exercise prices.
- (5) The stock appreciation rights vest in three equal annual installments beginning January 2, 2016.
- (6) Each restricted stock unit represents a contingent right to receive one share of BTU common stock.

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- (7) The restricted stock units shall become vested on the date of the appointment of the reporting person's successor as Chairman of the Board and will settle in cash rather than through delivery of shares of common stock.
- (8) Does not include restricted stock units with different expiration dates and vesting and settlement terms.

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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