

PENN VIRGINIA RESOURCE PARTNERS L P
Form SC 13D/A
March 31, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3) *

Penn Virginia Resource Partners, L.P.

(Name of Issuer)

Common units, representing limited partner interests

(Title of Class of Securities)

707884102

(CUSIP Number)

Nancy M. Snyder
Penn Virginia Resource GP, LLC
Three Radnor Corporate Center
100 Matsonford Road
Suite 230
Radnor, Pennsylvania 19087
(610) 687-8900

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 31, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D/A

CUSIP No. 707884102

(1)	Name of Reporting Person. I.R.S. Identification Nos. of Above Persons (entities only).	
	Peabody Natural Resources Company 51-0332232	
(2)	Check the Appropriate Box if a Member of a Group	(a) [] (b) []
(3)	SEC Use Only	
(4)	Source of Funds (See instructions) 00	
(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[]
(6)	Citizenship or Place of Organization Delaware	
	(7)	Sole Voting Power 1,036,851
Number of Units Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 1,036,851
	(10)	Shared Dispositive Power 0
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,036,851
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions)	[]
(13)	Percent of Class Represented by Amount in Row (11)	

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9.9%*

(14) Type of Reporting Person (See Instructions) PN

* Based on 10,425,988 Common Units outstanding as of February 26, 2004 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2003. Excludes 1,307 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

SCHEDULE 13D/A

CUSIP No. 707884102

(1) Name of Reporting Person.
I.R.S. Identification Nos. of Above Persons (entities only).

Gold Fields Mining Corporation
36-2079582

(2) Check the Appropriate Box if a Member of a Group
(a)
(b)

(3) SEC Use Only

(4) Source of Funds (See instructions)
N/A

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power 1,036,851

Number of Units Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power	0
	(9)	Sole Dispositive Power	1,036,851

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(10) Shared Dispositive Power 0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,036,851

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) []

(13) Percent of Class Represented by Amount in Row (11)

9.9%*

(14) Type of Reporting Person (See Instructions) CO

* Based on 10,425,988 Common Units outstanding as of February 26, 2004 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2003. Excludes 1,307 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

SCHEDULE 13D/A

CUSIP No. 707884102

(1) Name of Reporting Person.
I.R.S. Identification Nos. of Above Persons (entities only).

Peabody Energy Corporation
13-4004153

(2) Check the Appropriate Box if a Member of a Group (a) []
(b) []

(3) SEC Use Only

(4) Source of Funds (See instructions)

N/A

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization

Delaware

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	(7)	Sole Voting Power	1,036,851
Number of Units Beneficially Owned by Each Reporting Person With	(8)	Shared Voting Power	0
	(9)	Sole Dispositive Power	1,036,851
	(10)	Shared Dispositive Power	0
	(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,036,851
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions)	[]	
(13)	Percent of Class Represented by Amount in Row (11)	9.9%*	
(14)	Type of Reporting Person (See Instructions)	HC/CO	

* Based on 10,425,988 Common Units outstanding as of February 26, 2004 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2003. Excludes 1,307 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

Amendment No. 3 to Schedule 13D

This Amendment No. 3 to Schedule 13D (this "Amendment") is filed by the Reporting Persons as an amendment to the initial statement on Schedule 13D as filed with the Securities and Exchange Commission on December 8, 2003 (the "Original Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on December 15, 2003 (the "First Amendment"), as further amended by Amendment No. 2 to Schedule 13D filed with the Securities and Exchange Commission on January 9, 2004 (the "Second Amendment", and together with the Original Schedule 13D and the First Amendment, the "Schedule 13D"). Capitalized terms used but not defined in this Amendment have the meanings set forth in the Schedule 13D. The Schedule 13D is hereby amended and supplemented as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

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(a) Based on the information reported by Issuer in its Annual Report on Form 10-K for the year ended December 31, 2003, there were 10,425,988 Common Units outstanding as of February 26, 2004.

As of March 31, 2004, PNRC owns 1,036,851 Common Units, representing 9.9% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of February 26, 2004.

As of March 31, 2004, Gold Fields may be deemed to beneficially own, by virtue of its ownership of PNRC, the same 1,036,851 Common Units, representing 9.9% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of February 26, 2004.

As of March 31, 2004, Parent may be deemed to beneficially own, by virtue of its ownership of PNRC and Gold Fields, the same 1,036,851 Common Units, representing 9.9% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of February 26, 2004.

In connection with the foregoing acquisition of Common Units by PNRC, Issuer placed 52,700 Common Units in escrow pending transfer to Issuer of certain coal mineral estates in certain parcels and tracts of land. On March 24, 2004, PNRC received 51,393 of these Common Units from the escrow following the transfer of some of the coal mineral estates to the Issuer, and now only 1,307 Common Units remain in escrow. The remaining 1,307 Common Units held in escrow are registered in the name of U.S. Bank National Association, as escrow agent. If the remaining coal mineral estates are transferred to Issuer prior to the deadline in the escrow agreement, the remaining 1,307 Common Units will be released from escrow to PNRC.

(b) PNRC has sole power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by it. Gold Fields, by virtue of its ownership of PNRC, may be deemed to have the power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by PNRC. Parent, by virtue of its ownership of PNRC and Gold Fields, may be deemed to have the power to vote or direct the vote and to dispose or to direct the disposition of the Common Units beneficially owned by PNRC.

(c) PNRC sold 575,000 Common Units on March 31, 2004 for proceeds to PNRC of \$32.16 per share in an underwritten transaction. That sale was made under an underwriting agreement (a copy of which is filed with this Amendment as Exhibit 6 and that agreement is incorporated in this Amendment by reference). Except for that sale and the release of 51,393 Common Units to PNRC from the escrow described under paragraph (a) of Item 5 of this Amendment, no transactions in Common Units were effected by the Reporting Persons, or to their knowledge, any of the persons listed on Appendix A to the Schedule 13D since the filing of the Second Amendment.

(d) No person is known by any Reporting Person to have the right to receive or the power to direct the receipt

of dividends from, or the proceeds from the sale of, any Common Units owned by any Reporting Person.

(e) Not applicable.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

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Exhibit	Description
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6	Underwriting Agreement dated March 25, 2004 among Penn Virginia Resource GP, LLC, Penn Virginia Resource Partners, L.P., Penn Virginia Operating Co., LLC, Peabody Natural Resources Company, Peabody Energy Corporation and Lehman Brothers Inc. (incorporated by reference to Exhibit 1.1 of Issuer's Current Report on Form 8-K filed on March 29, 2004).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: March 31, 2004

PEABODY NATURAL RESOURCES COMPANY

/s/ Roger B. Walcott, Jr.

Roger B. Walcott, Jr.
President

PEABODY ENERGY CORPORATION

/s/ Roger B. Walcott, Jr.

Roger B. Walcott, Jr.
Executive Vice President

GOLD FIELDS MINING CORPORATION

/s/ Roger B. Walcott, Jr.

Roger B. Walcott, Jr.
President