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PEABODY ENERGY CORP

Form 11-K

March 31, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended DECEMBER 31, 2005

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-16463

Full title of the plan and the address of the plan, if different from that of the issuer named below:

PEABODY ENERGY CORPORATION EMPLOYEE STOCK PURCHASE PLAN

Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

PEABODY ENERGY CORPORATION

701 MARKET STREET, ST. LOUIS, MISSOURI

63101-1826

(Address of principal executive offices)

(Zip Code)

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Report of Independent Registered Public Accounting Firm

We have audited the accompanying statements of net assets available for benefits of Peabody Energy Corporation Employee Stock Purchase Plan as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for each of the three years in the period ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2005 and 2004, and the changes in its net assets available for benefits for each of the three years in the period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

St. Louis, Missouri
March 13, 2006

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PEABODY ENERGY CORPORATION EMPLOYEE STOCK PURCHASE PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2005	2004
ASSETS		
Participant deposits due from Peabody Energy Corporation	\$1,772,199	\$1,349,168

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LIABILITIES

Stock purchase payable	1,772,199	1,349,168
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ -
	=====	=====

See accompanying notes to financial statements.

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PEABODY ENERGY CORPORATION EMPLOYEE STOCK PURCHASE PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,		
	2005	2004	2003
	-----	-----	-----
ADDITIONS TO NET ASSETS:			
Participant contributions	\$ 3,431,751	\$ 2,553,361	\$ 2,198,057
DEDUCTIONS FROM NET ASSETS:			
Contributions held for future stock purchases	(1,772,199)	(1,349,168)	(1,139,357)
Contributions used for stock purchases	(1,659,552)	(1,204,193)	(1,058,700)
	-----	-----	-----
NET CHANGE	-	-	-
NET ASSETS AVAILABLE FOR BENEFITS:			
Beginning of period	-	-	-
	-----	-----	-----
End of period	\$ -	\$ -	\$ -
	=====	=====	=====

See accompanying notes to financial statements.

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PEABODY ENERGY CORPORATION EMPLOYEE STOCK PURCHASE PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2005

1. DESCRIPTION OF PLAN

Basis of Presentation

On January 23, 2006, Peabody Energy Corporation (the "Company"), the sponsor of the Peabody Energy Corporation Employee Stock Purchase Plan (the "Plan"), announced a two-for-one stock split on all shares of its common stock payable to shareholders of record at the close of business on February 7, 2006. The

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additional shares were distributed on February 22, 2006. The Company had a similar two-for-one stock split on March 30, 2005. All share amounts in these notes to the financial statements reflect the stock splits.

General

The following general description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for complete information.

The Plan is an employee stock purchase plan, established on May 22, 2001, that enables eligible employees of the Company and certain of its subsidiaries to purchase Peabody Energy Corporation common stock at a discount from fair market value. The purchase price is equal to 85% of the lower of the fair market value of the stock on the first or last day of an offering period. Fair market value is the closing price on each of the applicable dates, as quoted on the New York Stock Exchange ("NYSE"). Each plan year begins on January 1 and contains two serial offering periods of six-month duration. Subsequent six-month offering periods automatically commence unless otherwise specified by the Plan administrator. Purchased shares of common stock are issued by the Company to participant brokerage accounts maintained outside of the Plan by the Plan custodian.

The Plan terminates the earlier of May 22, 2011, or upon issuance of all available shares, as amended from time to time. There were 6.0 million shares of the Company's common stock authorized for sale under the Plan, and as of December 31, 2005, 1,774,466 shares of this allotment had been sold, leaving 4,225,534 shares available for sale in the future. Common stock sold under the Plan may be newly issued or sold from treasury stock.

The Plan is intended to qualify as an "employee stock purchase plan" under Section 423 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). The Plan is not intended to be a qualified pension, profit-sharing or stock bonus plan under Code Section 401(a), nor is it subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

Administration of the Plan

The Plan is administered by a committee appointed by the Peabody Energy Corporation Board of Directors. Allecon Stock Associates, L.L.C. serves as the recordkeeper and A.G. Edwards & Sons, Inc. serves as the custodian for the Plan.

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Eligibility

Current employees of the Company or a participating subsidiary of the Company are eligible to participate in the Plan if:

- their customary employment is more than 20 hours per week and they are employed more than five months per year; and
- they own less than 5% of the total combined voting power of all outstanding shares of all classes of securities of the Company.

Participation begins on the first day of the offering period.

Participant Accounts

A separate account is maintained by the custodian for each Plan participant. Each plan participant account reflects the quantity and pricing of that

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participant's share purchases and sales, dividends reinvested and investment gains and losses. Assets held in participant accounts are neither assets of the Plan nor the Company.

Contributions

The Plan allows participants to elect an after-tax contribution rate of 1% to 15% of the employee's eligible compensation, which includes straight time wages or base salary. Bonuses, incentive compensation, overtime, commissions and shift premiums paid to an employee are not included in eligible compensation. Plan participants may modify their contribution rate once during each offering period. Contributions are made through payroll deductions and are held by the Company until shares are purchased. Employees may not purchase more than \$25,000 worth of stock through the Plan in any calendar year; contributions in excess of this amount are refunded to the employee. No interest is paid on contributions made during an offering period. The Company does not make contributions to the Plan.

Employee contributions are used to purchase shares of the Company's stock on the purchase date, the last day during which the NYSE is open during each offering period. Purchases are made in whole and fractional shares. A participant may withdraw or discontinue their contributions to the Plan prior to 15 days before the purchase date. If contributions are discontinued, the participant may elect either to have all contributions made during the offering period refunded or leave all contributions deducted during the current offering period to purchase stock at the end of the offering period. Any shares previously purchased remain in the participant's account despite discontinuing contributions or withdrawing from the Plan. Purchases are made automatically, unless a participant withdrawal is executed.

Sale of Stock

Shares purchased under the Plan are subject to a restriction period of 18 months from the date the shares are purchased. Shares may not be sold, pledged or transferred during this restriction period.

Dividends

Dividends paid on stock held in participant accounts are automatically reinvested in additional shares or fractional shares of the Company's stock. Shares purchased with dividends are priced at 100% of the fair market value of the stock on the date dividends are paid. There is no time requirement for holding shares purchased with dividends.

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2. ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are maintained on the accrual basis of accounting.

Plan Expense

Administrative fees and expenses of the Plan are paid by the Company.

Use of Estimates in Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator and the Company to make

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estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates.

3. PARTICIPANT DEPOSITS DUE FROM PEABODY ENERGY CORPORATION AND STOCK PURCHASE PAYABLE

As of December 31, 2005 and 2004, the Plan had an obligation to purchase the Company's common stock on behalf of the participants in an amount equal to the participant contributions held on deposit by the Company. The liability is reflected in the accompanying Statements of Net Assets Available for Benefits as "Stock purchase payable." Amounts contributed by Plan participants during the offering period from July 1, 2005 to December 31, 2005 and July 1, 2004 to December 31, 2004 are reflected as "Participant deposits due from Peabody Energy Corporation" at December 31, 2005 and 2004, respectively. All shares purchased were deposited directly to the participants' accounts.

4. TAX STATUS

The Plan, and the rights of participants to make purchases thereunder, is intended to qualify as an "employee stock purchase plan" under Section 423 of the Code. The Plan is not qualified under Section 401(a) of the Code. Pursuant to Section 423 of the Code, no income, other than dividends on shares held in participant accounts, will be taxable to a participant until disposition of the shares purchased under the Plan. Upon the disposition of the shares, the participant will generally be subject to tax and the amount and character of the tax will depend upon the holding period and disposition price. Dividends received on shares held in the participant's account are taxable to the participant as ordinary income. The Plan does not provide for income taxes.

5. PLAN MODIFICATIONS

The Peabody Energy Corporation Board of Directors may amend or suspend the Plan at any time. However, no amendment can adversely affect participant rights under the Plan in the current offering period.

Although it has not expressed any intent to do so, the Peabody Energy Corporation Board of Directors may terminate the Plan at any time. If it does, the Plan will terminate in its entirety, and no further purchase rights will be granted or exercised and no further payroll contributions will be collected. In the event of a termination of the Plan, all contributions held by the Plan would be refunded to the Plan participants at the time of termination.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator of the Peabody Energy Corporation Employee Stock Purchase Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Peabody Energy Corporation
Employee Stock Purchase Plan

Date: March 30, 2006

By: /s/ Sharon D. Fiehler

Sharon D. Fiehler
Peabody Energy Corporation

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Executive Vice President -
Human Resources & Administration

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EXHIBIT INDEX

The exhibits below are numbered in accordance with the Exhibit Table of Item 601 of Regulation S-K.

Exhibit No. -----	Description of Exhibit -----
23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

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