

PENN VIRGINIA RESOURCE PARTNERS L P
Form SC 13D/A
December 30, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4) *

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)

December 30, 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 836,851
Number of Units Bene- ficially Owned by Each Report- ing Person With	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 836,851
	(10)	Shared Dispositive Power 0
	(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 836,851
(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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8.0%*

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

* Based on 10,424,681 Common Units outstanding as of November 1, 2004 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. 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, LLC
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 836,851

Number of Units Beneficially Owned by Each Reporting Person With

(8) Shared Voting Power 0

(9) Sole Dispositive Power 836,851

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(10) Shared Dispositive Power 0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

836,851

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

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

8.0%*

(14) Type of Reporting Person (See Instructions) 00

* Based on 10,424,681 Common Units outstanding as of November 1, 2004 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. 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	836,851
Number of Units Beneficially Owned by Each Reporting Person With	(8)	Shared Voting Power	0
	(9)	Sole Dispositive Power	836,851
	(10)	Shared Dispositive Power	0
	(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	836,851
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions)	[]	
(13)	Percent of Class Represented by Amount in Row (11)	8.0%*	
(14)	Type of Reporting Person (See Instructions)	HC/CO	

* Based on 10,424,681 Common Units outstanding as of November 1, 2004 as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. Excludes 1,307 units held in escrow by, and registered in the name of, U.S. Bank National Association, as escrow agent.

Amendment No. 4 to Schedule 13D

This Amendment No. 4 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") as further amended by Amendment No. 3 to Schedule 13D filed with the Securities and Exchange Commission on March 31, 2004 (the "Third Amendment", and together with the Original Schedule 13D, the First Amendment, the Second Amendment and the Third 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 2. IDENTITY AND BACKGROUND

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Item 2 of the Schedule 13D is hereby amended to report that Gold Fields Mining Corporation, a Delaware corporation, converted into a Delaware limited liability company with the name Gold Fields Mining, LLC. All references to Gold Fields in the Schedule 13D now refer to Gold Fields Mining, LLC, a Delaware limited liability company.

Item 2 of the Schedule 13D also is hereby amended to replace Appendix A to the First Amendment with Appendix A to this Amendment.

Appendix A to this Amendment includes, as of the date of this Amendment, the name, state of incorporation or organization, principal business, and principal place of business of each general partner of PNRC. Appendix A also includes, as of the date of this Amendment, the names, residence or business addresses, citizenship and present principal occupations or employment of the executive officers and directors of (1) Parent, (2) Gold Fields and (3) each other general partner of PNRC.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

(a) Based on the information reported by Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, there were 10,424,681 Common Units outstanding as of November 1, 2004.

As of December 30, 2004, PNRC owns 836,851 Common Units, representing 8.0% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 2004.

As of December 30, 2004, Gold Fields may be deemed to beneficially own, by virtue of its ownership of PNRC, the same 836,851 Common Units, representing 8.0% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 2004.

As of December 30, 2004, Parent may be deemed to beneficially own, by virtue of its ownership of PNRC and Gold Fields, the same 836,851 Common Units, representing 8.0% of the outstanding Common Units of Issuer, based on the number of Common Units outstanding as of November 1, 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 completed the sale of 200,000 Common Units on December 30, 2004 with net proceeds to PNRC of \$50.27 per unit. The sale was made in compliance with

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Rule 144 of the Securities Act of 1933. Except for that sale, 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 Third 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.

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: December 30, 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, LLC

/s/ Roger B. Walcott, Jr.

Roger B. Walcott, Jr.
President

PEABODY NATURAL RESOURCES COMPANY

GENERAL PARTNERS

Gold Fields Mining, LLC, a Delaware limited liability company
14062 Denver West Parkway
Suite 110
Golden, Colorado 80401-3301

Gold Fields Mining, LLC is a direct wholly owned subsidiary of Parent.

Peabody America, Inc., a Delaware corporation
701 Market Street
Suite 720
St. Louis, Missouri 63101-1826

Peabody America, Inc. is a direct wholly owned subsidiary of Gold Fields and an indirect wholly owned subsidiary of Parent.

GOLD FIELDS MINING, LLC

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
Roger B. Walcott, Jr. President	Gold Fields Mining, LLC 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Walter L. Hawkins, Jr. Vice President and Treasurer	Gold Fields Mining, LLC 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
C.C. Kennedy Vice President, Secretary and General Counsel	Gold Fields Mining, LLC 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
Richard A. Navarre Vice President	Gold Fields Mining, LLC 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301
John F. Quinn, Jr. Vice President	Gold Fields Mining, LLC 14062 Denver West Parkway, Suite 110 Golden, Colorado 80401-3301

All above individuals are citizens of the United States.

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PEABODY AMERICA, INC.

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
Richard A. Navarre Executive Vice President and Chief Financial Officer Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Roger B. Walcott, Jr. Executive Vice President - Corporate Development Peabody Energy Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
Roger B. Walcott, Jr. President	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Walter L. Hawkins, Jr. Vice President and Treasurer	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
Jeffery L. Klinger Vice President and Secretary	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826
John F. Quinn, Jr. Vice President	Peabody America, Inc. 701 Market Street, Suite 720 St. Louis, Missouri 63101-1826

All above individuals are citizens of the United States.

PEABODY ENERGY CORPORATION

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
B.R. Brown Former Chief Executive Officer of publicly traded coal company	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
William A. Coley Former President of Duke Power	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Irl F. Engelhardt Chairman and Chief Executive Officer	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

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Henry Givens, Jr., PhD President of Harris-Stowe State College - St. Louis	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
William E. James Founding Partner of RockPort Capital Partners LLC	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Robert B. Karn, III Financial Consultant	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Henry E. Lentz Advisory Director of Lehman Brothers Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
William C. Rusnack Former President and CEO of Premcor Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
James R. Schlesinger, PhD Chairman of the Board of Trustees of MITRE Corporation	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Blanche M. Touhill, PhD Chancellor Emeritus and Professor Emeritus at the University of Missouri - St. Louis	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Sandra Van Trease Group President of BJC Healthcare	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Alan H. Washkowitz Managing Director of Lehman Brothers Inc.	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

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PEABODY ENERGY CORPORATION

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
Irl F. Engelhardt Chairman and Chief Executive Officer	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Gregory H. Boyce President and Chief Operating Officer	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Richard M. Whiting Executive Vice President - Sales and Trading	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Roger B. Walcott, Jr.	Peabody Energy Corporation

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Executive Vice President - Corporate Development	701 Market Street, Suite 760 St. Louis, Missouri 63101
Richard A. Navarre Executive Vice President and Chief Financial Officer	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Fredrick D. Palmer Executive Vice President - Legal and External Affairs and Secretary	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Sharon D. Fiehler Executive Vice President - Human Resources and Administration	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101
Jeffery L. Klinger Vice President - Legal Services and Assistant Secretary	Peabody Energy Corporation 701 Market Street, Suite 760 St. Louis, Missouri 63101

All above individuals are citizens of the United States.