PHILLIPS BAXTER F JR

Form 4

November 12, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
PHILLIPS BAXTER F JR

(First)

2. Issuer Name and Ticker or Trading

Symbol

Issuer

MASSEY ENERGY CO [MEE]

(Check all applicable)

C/O MASSEY ENERGY

COMPANY, 4 NORTH 4TH **STREET**

3. Date of Earliest Transaction

(Month/Day/Year) 11/09/2009

X Director 10% Owner X_ Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

President

(Street)

(Middle)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, VA 23219

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 8)	on(A) or D (Instr. 3,	ties Acquired isposed of (D) 4 and 5) (A) or		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)
Common Stock	11/09/2009(1)		Code V A	Amount 6,718	(D)	Price \$ 34.05	86,644	D	
Common Stock	11/10/2009		M	3,780	A	(2)	90,424	D	
Common Stock	11/10/2009		D	3,780	D	\$ 35.15	86,644	D	
Common Stock	11/10/2009		M	2,500	A	<u>(2)</u>	89,144	D	
Common Stock	11/10/2009		D	2,500	D	\$ 35.15	86,644	D	

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Common Stock	11/12/2009	M	1,303	A	(2)	87,947	D	
Common Stock	11/12/2009	D	1,303	D	\$ 35.96	86,644	D	
Common Stock	11/12/2009	M	1,683	A	(2)	88,327	D	
Common Stock	11/12/2009	D	1,683	D	\$ 35.96	86,644	D	
Common Stock						17,879	I	By 401(k)
Common Stock						8,911	I	By wife

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)	sactionDerivative Expiration Date Und Securities (Month/Day/Year) (Ins		Expiration Date		7. Title and A Underlying S (Instr. 3 and	Securition
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (right to buy)	\$ 34.05	11/09/2009		A	7,349		<u>(4)</u>	11/09/2019	Common Stock	7,34
Restricted Units (phantom stock units)	(2)	11/09/2009		A	4,295		<u>(5)</u>	11/09/2012	Common Stock	4,29
Restricted Units (phantom stock	(2)	11/10/2009		M		3,780	11/10/2009	11/10/2009	Common Stock	3,78

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units) <u>(6)</u>								
Restricted Units (phantom stock units) (7)	(2)	11/10/2009	M	2,500	11/10/2009	11/10/2009	Common Stock	2,50
Restricted Units (phantom stock units) (8)	<u>(2)</u>	11/12/2009	M	1,303	11/12/2009	11/12/2009	Common Stock	1,30
Restricted Units (phantom stock) (9)	(2)	11/12/2009	M	1,683	11/12/2009	11/12/2009	Common Stock	1,68

Reporting Owners

Reporting Owner Name / Address	Relationships					
Topoling of the Lambo, Lambour	Director	10% Owner	Officer	Other		
PHILLIPS BAXTER F JR						
C/O MASSEY ENERGY COMPANY	X					
4 NORTH 4TH STREET	Λ		President			
RICHMOND, VA 23219						

Signatures

Richard R. Grinnan,
attorney-in-fact

**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) One third of these restricted shares vest and become free of restrictions beginning on November 9, 2010, one third on November 9, 2011, and the remaining third on November 9, 2012.
- (2) The conversion price of each restricted unit is the cash value on each vesting date of one share of Massey common stock.
- As of October 27, 2009, the value of the units acquired and held indirectly by the reporting person under Massey's Coal Salary Deferral and Profit Sharing Program, as amended and restated October 1, 2001 (the "401(k) Plan"), equated to 17,879.3458 shares of Massey common stock plus a cash component of \$23,325.10.
- One third of these stock options vest and become exercisable beginning on November 9, 2010, one third on November 9, 2011, and the remaining third on November 9, 2012.
- One third of these restricted units vest and become payable beginning on November 9, 2010, one third on November 9, 2011, and the remaining third on November 9, 2012.
- (6) This entry reflects the vesting of 3,780 restricted units which are part of a grant of restricted units made on November 10, 2008, of which 7,560 restricted units remain.

(7)

Reporting Owners 3

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This entry reflects the vesting of 2,500 restricted units which are part of a grant of restricted units made on November 10, 2008, of which 5,000 restricted units remain.

- (8) This entry reflects the vesting of 1,303 restricted units which are part of a grant of restricted units made on November 12, 2006, of which 0 restricted units remain.
- (9) This entry reflects the vesting of 1,683 restricted units which are part of a grant of restricted units made on November 12, 2007, of which 1,683 restricted units remain.

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.