

CLOUD PEAK ENERGY INC.
Form 4
November 20, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RIO TINTO PLC

2. Issuer Name and Ticker or Trading Symbol
CLOUD PEAK ENERGY INC.
[CLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2009

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

2 EASTBOURNE TERRACE,

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LONDON, X0 W2 6LG

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-------------------------------|------------------------------------|------------------|------------|---|---------------------|--------------------|--|----------------------------|
| Common Membership Units | \$ 0 ⁽¹⁾ | 11/19/2009 | D | 30,600,000 | ⁽¹⁾ | ⁽¹⁾ | Common Stock of Cloud Peak Energy Inc., par value \$.01/share | 30, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIO TINTO PLC 2 EASTBOURNE TERRACE LONDON, X0 W2 6LG | X | X | | |
| RIO TINTO EUROPEAN HOLDINGS LTD 2 EASTBOURNE TERRACE LONDON, X0 W2 6LG | X | X | | |
| RIO TINTO WESTERN HOLDINGS LTD 2 EASTBOURNE TERRACE LONDON, X0 W2 6LG | X | X | | |
| RIO TINTO AMERICA HOLDINGS INC 100 QUENTIN ROOSEVELT BOULEVARD GARDEN CITY, NY 11530 | X | X | | |
| RTAH LLC P.O. BOX 3009 505 SOUTH GILLETTE AVENUE GILLETTE, WY 82717-3009 | X | X | | |
| RIO TINTO AMERICA INC 3595 S 8309 W MAGNA, UT 84044 | X | X | | |
| RIO TINTO ENERGY AMERICA INC 505 SOUTH GILLETTE AVENUE GILLETTE, WY 82717-3009 | X | X | | |
| KENNECOTT MANAGEMENT SERVICES CO P.O. BOX 3009 505 SOUTH GILLETTE AVENUE GILLETTE, WY 82717-3009 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO PLC | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO EUROPEAN HOLDINGS LIMITED | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO WESTERN HOLDINGS LIMITED | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO AMERICA HOLDINGS INC. | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RTAH LLC | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO AMERICA INC. | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, RIO TINTO ENERGY AMERICA INC. | 11/17/2009 |
| __Signature of Reporting Person | Date |
| /s/ Jim Berson, Attorney-in-Fact, KENNECOTT MANAGEMENT SERVICES COMPANY | 11/17/2009 |
| __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) For text of Footnote 1, see Exhibit 99.1.
- (2) For text of Footnote 2, see Exhibit 99.1.
- (3) For text of Footnote 3, see Exhibit 99.1.

Remarks:

Preston Chiaro serves on the board of directors of the Issuer and is the Group Executive, Technology & Innovation, of Rio Tinto. As a result, the Reporting Owners may be deemed directors of the Issuer by deputation.

Exhibit List

Exhibit 99.1 - Text of Footnote 1, Footnote 2 and Footnote 3.

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.