

CLOUD PEAK ENERGY INC.  
Form 4/A  
March 12, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BARRETT MICHAEL**

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)  
**505 S. GILLETTE AVE.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec Vice President & CFO**

**GILLETTE, WY 82716**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/11/2014**

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2014		M		50,000	A	\$ 15
Common Stock	03/10/2014		F		42,857 <u>(1)</u> <u>(2)</u>	D	\$ 19.9
					111,192	D	
					68,335 <u>(1)</u>	D	

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee Non-Qualified Stock Option (Right to Buy)	\$ 15	03/10/2014		M	50,000	11/20/2012 11/20/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT MICHAEL 505 S. GILLETTE AVE. GILLETTE, WY 82716			Exec Vice President & CFO	

## Signatures

/s/ Lisa Kish, attorney-in-fact for Michael Barrett  
Date: 03/12/2014

\*\*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) This Form 4 Amendment is being filed to correct an error in (A) the amount of "Securities Disposed Of" reported in Table I, Box 4 and (B) the amount of "Securities Beneficially Owned Following Reported Transaction" reported in Table I, Box 5 for the original transaction on March 10, 2014. These changes reflect an increase in the number of shares withheld in satisfaction of the Reporting Person's tax withholding obligation as a result of an increase in the Reporting Person's tax withholding rate.

(2) Reflects the number of shares withheld by the Issuer in satisfaction of the (1) exercise price of the stock options exercised and (2) Reporting Person's tax withholding obligation upon exercise of the stock options. No shares were sold on the open market by the Reporting Person or the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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