

CONSOL ENERGY INC
Form 5/A
February 11, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HARVEY J BRETT

(Last) (First) (Middle)

CONSOL PLAZA, 1800 WASHINGTON ROAD

(Street)

PITTSBURGH, PA 15241

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONSOL ENERGY INC [CNX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed (Month/Day/Year)
02/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| Common Shares | 04/30/2004 | ^ | J | 38 ⁽¹⁰⁾ | A | \$ 28.78 | 69,070 | D | ^ |
| Common Shares | 05/14/2004 | ^ | J | 40 ⁽¹⁰⁾ | A | \$ 27.86 | 69,110 | D | ^ |
| Common Shares | 05/28/2004 | ^ | J | 36 ⁽¹⁰⁾ | A | \$ 30.33 | 69,146 | D | ^ |
| Common Shares | 05/28/2004 | ^ | J | 52 ⁽¹¹⁾ | A | \$ 30.39 | 69,198 | D | ^ |

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| | | | | | | | | | |
|----------------------------|------------|---|---|---------------------------|---|----------|--------|---|---|
| Common Shares | 06/14/2004 | Â | J | 36 <u>(10)</u> | A | \$ 30.86 | 69,234 | D | Â |
| Common Shares | 06/25/2004 | Â | J | 31 <u>(10)</u> | A | \$ 35.82 | 69,265 | D | Â |
| Common Shares | 07/09/2004 | Â | J | 30 <u>(10)</u> | A | \$ 36.74 | 69,295 | D | Â |
| Common Shares | 07/23/2004 | Â | J | 30 <u>(10)</u> | A | \$ 36.59 | 69,325 | D | Â |
| Common Shares | 08/06/2004 | Â | J | 35 <u>(10)</u> | A | \$ 31.98 | 69,360 | D | Â |
| Common Shares | 08/20/2004 | Â | J | 32 <u>(10)</u> | A | \$ 34.21 | 69,392 | D | Â |
| Common Shares | 09/03/2004 | Â | J | 33 <u>(10)</u> | A | \$ 33.53 | 69,425 | D | Â |
| Common Shares | 09/17/2004 | Â | J | 32 <u>(10)</u> | A | \$ 34.74 | 69,457 | D | Â |
| Common Shares | 09/02/2004 | Â | J | 49 <u>(11)</u> | A | \$ 33.34 | 69,506 | D | Â |
| Common Shares | 10/01/2004 | Â | J | 32 <u>(10)</u> | A | \$ 35.09 | 69,538 | D | Â |
| Common Shares | 10/15/2004 | Â | J | 32 <u>(10)</u> | A | \$ 34.04 | 69,570 | D | Â |
| Common Shares | 10/29/2004 | Â | J | 31 <u>(10)</u> | A | \$ 35.76 | 69,601 | D | Â |
| Common Shares | 11/12/2004 | Â | J | 29 <u>(10)</u> | A | \$ 37.6 | 68,630 | D | Â |
| Common Shares | 11/26/2004 | Â | J | 26 <u>(10)</u> | A | \$ 42.86 | 69,656 | D | Â |
| Common Shares | 11/29/2004 | Â | J | 38 <u>(11)</u> | A | \$ 43.32 | 69,694 | D | Â |
| Common Shares | 12/10/2004 | Â | J | 28 <u>(10)</u> | A | \$ 39.91 | 69,722 | D | Â |
| Common Shares | 12/23/2004 | Â | J | 27 <u>(10)</u> | A | \$ 41.61 | 69,749 | D | Â |
| Common Shares - Restricted | 05/28/2004 | Â | J | <u>199</u> <u>(12)</u> | A | \$ 30.85 | 69,943 | D | Â |
| Common Shares - Restricted | 09/02/2004 | Â | J | <u>185</u> <u>(12)</u> | A | \$ 33.54 | 70,128 | D | Â |
| Common Shares | 11/29/2004 | Â | J | 145 | A | \$ | 70,273 | D | Â |

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Shares - (12) 42.59
Restricted

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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 16 | Â | Â | Â | Â | Â | 04/29/1999 ⁽¹⁾ | 04/29/2009 | Common Shares | 120,000 |
| Stock Options | \$ 18.81 | Â | Â | Â | Â | Â | 10/25/2000 ⁽²⁾ | 10/25/2010 | Common Shares | 120,000 |
| Stock Options | \$ 26.53 | Â | Â | Â | Â | Â | 10/25/2001 ⁽³⁾ | 10/25/2011 | Common Shares | 120,000 |
| Stock Options | \$ 30.18 | Â | Â | Â | Â | Â | 03/01/2001 ⁽⁴⁾ | 03/01/2011 | Common Shares | 100 |
| Stock Options | \$ 13.61 | Â | Â | Â | Â | Â | 09/10/2002 ⁽⁵⁾ | 09/10/2012 | Common Shares | 120,000 |
| Stock Options | \$ 17.2 | Â | Â | Â | Â | Â | 04/30/2003 ⁽⁶⁾ | 04/30/2013 | Common Shares | 100 |
| Stock Options | \$ 17.2 | Â | Â | Â | Â | Â | 04/30/2003 ⁽⁷⁾ | 04/30/2013 | Common Shares | 120,000 |
| Stock Options | \$ 30.78 | Â | Â | Â | Â | Â | 04/27/2004 ⁽⁸⁾ | 04/27/2014 | Common Shares | 66,770 |
| Stock Options | \$ 30.78 | Â | Â | Â | Â | Â | 04/27/2004 ⁽⁹⁾ | 04/27/2014 | Common Shares | 100 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARVEY J BRETT
CONSOL PLAZA
1800 WASHINGTON ROAD
PITTSBURGH, PA 15241

X

President
& CEO

Signatures

J. Brett Harvey by P. M. Greene, his attorney
in fact

02/11/2005

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) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 29, 2000.
- (2) Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2001.
- (3) Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2002.
- (4) Stock Option grant vested on March 1, 2002.
- (5) Original Stock Option grant provided that Stock Options will vest 25% per year beginning September 10, 2003.
- (6) Stock Options grant vests 100% on April 30, 2004.
- (7) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 30, 2004.
- (8) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 27, 2005.
- (9) Stock Option grant vests 100% on April 27, 2005.
- (10) Shares acquired through Company Investment Plan - exempt transaction. Not required to be reported on Form 4.
- (11) Shares acquired through dividend reinvestment pursuant to employee investment plan. Transaction not required to be reported on Form 4.
- (12) Dividend reinvestment on restricted shares grant pursuant to employee benefit plan.

Remarks:

ALL TRANSACTIONS ARE EXEMPT UNDER SECTION 16(b) - ACQUISITIONS THROUGH EMPLOYEES

FORM AMENDED TO ADD FOOTNOTE 12 AND CORRECT GENERAL REMARKS.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.