

SMITH RONALD E
Form 4/A
February 22, 2005

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 *
SMITH RONALD E

(Last) (First) (Middle)

1800 WASHINGTON ROAD

(Street)

PITTSBURGH 15241

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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)	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 Shares	02/15/2005		M		600 A \$ 16	27,706	D
Common Shares	02/15/2005		S		600 D \$ 43.59	27,106	D
Common Shares	02/15/2005		M		2,300 A \$ 16	29,406	D
Common Shares	02/15/2005		S		2,300 D \$ 43.66	27,106	D
Common Shares	02/15/2005		M		200 A \$ 16	27,306	D

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Common Shares	02/15/2005	S	200	D	\$ 43.68	27,106	D
Common Shares	02/15/2005	M	200	A	\$ 16	27,306	D
Common Shares	02/15/2005	S	200	D	\$ 43.69	27,106	D
Common Shares	02/15/2005	M	1,400	A	\$ 16	28,506	D
Common Shares	02/15/2005	S	1,400	D	\$ 43.7	27,106	D
Common Shares	02/15/2005	M	1,200	A	\$ 16	28,306	D
Common Shares	02/15/2005	S	1,200	D	\$ 43.71	27,106	D
Common Shares	02/15/2005	M	200	A	\$ 16	27,306	D
Common Shares	02/15/2005	A	200	D	\$ 43.72	27,106	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 16	02/15/2005		M	600	04/29/2000 04/29/2011	Common Stock	600
Stock Options	\$ 16	02/15/2005		M	2,300	04/29/2000 04/29/2011	Common Stock	2,300
	\$ 16	02/15/2005		M	200	04/29/2000 04/29/2011		200

Stock Options							ommon Stock	
Stock Options	\$ 16	02/15/2005	M	200	04/29/2000	04/29/2011	ommon Stock	200
Stock Options	\$ 16	02/15/2005	M	1,400	04/29/2000	04/29/2011	ommon Stock	1,400
Stock Options	\$ 16	02/15/2005	M	1,200	04/29/2000	04/29/2011	ommon Stock	1,200
Stock Options	\$ 16	02/15/2005	M	200	04/29/2000	04/29/2011	ommon Stock	200
Stock Options	\$ 16	02/15/2005	M	300	04/29/2000	04/29/2011	Common Shares	300
Stock Options	\$ 16	02/15/2005	M	4,600	04/29/2000	04/29/2011	Common Shares	4,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RONALD E 1800 WASHINGTON ROAD PITTSBURGH 15241			Executive Vice President	

Signatures

R. E. Smith by P. M. Greene, his attorney-in-fact 02/22/2005

__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).

Remarks:

FORM AMENDED TO REFLECT CORRECT EXERCISE PRICE

ALL TRANSACTIONS PURSUANT TO RULE 10(b)-5 TRADING PLAN. Transaction report received from Smith Barney 2

FORM 1 of 2

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.