

CONSOL ENERGY INC  
Form 4  
February 22, 2007

**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 \*  
**HARVEY J BRETT**

(Last) (First) (Middle)

1800 WASHINGTON ROAD

(Street)

PITTSBURGH, PA 15241

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/20/2007**

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

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 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  | (D)  | Price                             |
| Common Shares, \$0.01 par value per share | 02/20/2007                           |  | A                              |   | 45,624 <sup>(1)</sup>   | A  | \$ 0 267,749                      |
| Common Shares, \$0.01 par value per share | 02/20/2007                           |  | A                              |   | 13,773 <sup>(2)</sup>   | A  | \$ 0 281,522 <sup>(3)</sup>       |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 34.85   | 02/20/2007                           |  | A                              | 136,352<br>(4)  | (5) 02/20/2017   | Common shares, \$0.01 par value per share 136,352             |
| Stock Option (right to buy)                | \$ 34.85   | 02/20/2007                           |  | A                              | 41,163<br>(6)   | (5) 02/20/2017   | Common shares, \$0.01 par value per share 41,163              |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| HARVEY J BRETT<br>1800 WASHINGTON ROAD<br>PITTSBURGH, PA 15241 | X             |           | President & CEO |       |

## Signatures

/s/ J. Brett Harvey by Alexander Reyes, his attorney-in-fact

02/22/2007

\_\_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) Grant of restricted stock units, which vest over a period of three years, under the Company's Equity Incentive Plan.

(2) Grant of restricted stock units, which vest over a period of three years, under a Variable Long Term Incentive Compensation Award, granted under the Company's Equity Incentive Plan.

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- (3) Of the 281,522 shares owned directly, 177,762 are restricted stock units including dividend equivalent rights.
- (4) Stock options granted under the Company's Equity Incentive Plan.
- (5) Stock option grant provides that options will vest 1/3 per year beginning on February 20, 2008.
- (6) Stock options granted under a Variable Long Term Incentive Compensation Award, granted under the Company's Equity Incentive Plan.

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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