

CONSOL ENERGY INC
Form 4
December 26, 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 *
LYONS WILLIAM J

(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)
12/20/2007

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)
Exec. VP & CFO

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 | Price | |
| Common shares, \$0.01 par value per share | 12/20/2007 | | M ⁽¹⁾ | | 5,800 | A \$ 6.805 | 66,392 D |
| Common shares, \$0.01 par value per share | 12/20/2007 | | S ⁽¹⁾ | | 5,800 | D \$ 70 | 60,592 D |
| Common shares, | 12/21/2007 | | M ⁽¹⁾ | | 14,200 | A \$ 6.805 | 74,792 D |

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| | | | | | | | |
|---|------------|------------------------|-------|---|-----------|--------|---|
| \$0.01 par value per share | | | | | | | |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 1,200 | D | \$ 70 | 73,592 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.005 | 73,392 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 500 | D | \$ 70.01 | 72,892 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.015 | 72,792 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 70.02 | 71,792 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.025 | 71,692 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 70.035 | 71,392 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 70.04 | 70,392 | D |
| Common shares, \$0.01 par | 12/21/2007 | <u>S⁽¹⁾</u> | 1,009 | D | \$ 70.05 | 69,383 | D |

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| | | | | | | | |
|---|------------|------------------------|-----|---|-----------|--------|---|
| value per share | | | | | | | |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 605 | D | \$ 70.06 | 68,778 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 70.07 | 68,378 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.095 | 68,178 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.11 | 67,978 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.115 | 67,878 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 600 | D | \$ 70.12 | 67,278 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.13 | 67,078 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 70.15 | 66,978 | D |
| Common shares, \$0.01 par value per share | 12/21/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 70.16 | 66,778 | D |

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share

Common shares, \$0.01 par value per share 12/21/2007 S⁽¹⁾ 91 D \$ 70.18 66,687 D

Common shares, \$0.01 par value per share 12/21/2007 S⁽¹⁾ 195 D \$ 70.2 66,492 D

Common shares, \$0.01 par value per share 12/21/2007 S⁽¹⁾ 200 D \$ 70.21 66,292 D

Common shares, \$0.01 par value per share 12/21/2007 S⁽¹⁾ 391 D \$ 70.22 65,901 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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 Option (right to buy) | \$ 6.805 | 12/20/2007 | | M ⁽¹⁾ | 5,800 | ⁽³⁾ 09/10/2012 | Common shares, \$0.01 par value per share | 5,800 |
| | \$ 6.805 | 12/21/2007 | | M ⁽¹⁾ | 14,200 | ⁽³⁾ 09/10/2012 | | 14,200 |

Stock
Option
(right to
buy)

Common
shares,
\$0.01 par
value per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LYONS WILLIAM J 1800 WASHINGTON ROAD PITTSBURGH, PA 15241 | | | Exec. VP & CFO | |

Signatures

/s/ William J. Lyons by Stephanie Gill, his
attorney-in-fact

12/26/2007

__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) Transaction effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2007.
 - (2) Of the 65,901 shares owned directly, 39,428 are restricted stock units including dividend equivalent rights.
 - (3) Stock option grant provides that options vest 25% per year beginning September 10, 2003.

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