CNX Gas CORP Form 4 November 06, 2008

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CONSOL ENERGY INC**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Street)

(Middle)

CNX Gas CORP [CXG]

(Check all applicable)

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

Director _X__ 10% Owner __ Other (specify Officer (give title

CNX CENTER, 1000 CONSOL

ENERGY DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/06/2008

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

CANONSBURG, PA 15317

| (City) | (State) | (Zip) Tal | ble I - Non- | -Derivative | Secur | ities Acquir | ed, Disposed of, o | r Beneficially | Owned |
|------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------|-------|----------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securitie on Disposed on (Instr. 3, 4 a | f (D) | uired (A) or | 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 Indirect Beneficial Ownership (Instr. 4) |
| Common Stock, \$0.01 par value per share | 11/06/2008 | | P | 124,400 | A | \$ | 124,396,967 | D | |
| Common Stock, \$0.01 par value per share | 11/06/2008 | | P | 11,600 (1) | A | \$ 27.5464 (3) | 124,408,567 | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|--------------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amoun | it of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | Securities | | | | | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | Ì |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | • | Title Number | | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | , | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONSOL ENERGY INC CNX CENTER 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317

X

Signatures

Stephanie L. Gill, Senior Counsel and Assistant Secretary

11/06/2008

Date

**Signature of Reporting Person

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) The recording person agrees to provide full information regarding the number of shares purchased at each separate price upon request by the SEC Commission staff, CNX Gas Corporation or a shareholder of CNX Gas Corporation or CONSOL Energy Inc.
- (2) Represents the weighted average of multiple purchase transactions ranging in price from \$26.50 to \$27.43.
- (3) Represents the weighted average of multiple purchase transactions ranging in price from \$27.50 to \$27.69.

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.

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