

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

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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

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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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.

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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