

CONSOL ENERGY INC

Form 4/A

February 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLY PETER B

(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)
02/15/2005

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
____X____ Officer (give title _____ Other (specify
below) below)

Chief Operating Officer - Coal

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/15/2005		M	600	A \$ 13.1 32,285	D	
Common Shares	02/15/2005		S	600	D \$ 43.41 31,685	D	
Common Shares	02/15/2005		M	700	A \$ 13.1 32,385	D	
Common Shares	02/15/2005		S	700	D \$ 43.42 31,685	D	
Common Shares	02/15/2005		M	1,500	A \$ 13.1 33,185	D	

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Common Shares	02/15/2005	S	1,500	D	\$ 43.43	31,685	D
Common Shares	02/15/2005	M	300	D	\$ 13.1	31,985	D
Common Shares	02/15/2005	S	300	D	\$ 43.44	31,685	D
Common Shares	02/15/2005	M	14,700	A	\$ 13.1	46,385	D
Common Shares	02/15/2005	S	14,700	D	\$ 43.45	31,685	D
Common Shares	02/15/2005	M	800	A	\$ 13.1	32,485	D
Common Shares	02/15/2005	S	800	D	\$ 43.46	31,685	D
Common Shares	02/15/2005	M	900	D	\$ 13.1	32,585	D
Common Shares	02/15/2005	S	900	D	\$ 43.47	31,685	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 13.1	02/15/2005		M	600	11/01/2003 11/01/2013	Common Shares 600
Stock Options	\$ 13.1	02/15/2005		M	700	11/01/2003 11/01/2013	Common Shares 700
Stock Options	\$ 13.1	02/15/2005		M	1,500	11/01/2003 11/01/2013	Common Shares 1,500

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Stock Options	\$ 13.1	02/15/2005	M	300	11/01/2003	11/01/2013	Common Shares	300
Stock Options	\$ 13.1	02/15/2005	M	14,700	11/01/2003	11/01/2013	Common Shares	14,700
Stock Options	\$ 13.1	02/15/2005	M	800	11/01/2003	11/01/2013	Common Shares	800
Stock Options	\$ 13.1	02/15/2005	M	900	11/01/2003	11/01/2013	Common Shares	900
Stock Options	\$ 13.1	02/15/2005	M	1,200	11/01/2003	11/01/2013	Common Shares	1,200
Stock Options	\$ 13.1	02/15/2005	M	600	11/01/2003	11/01/2013	Common Shares	600
Stock Options	\$ 13.1	02/15/2005	M	1,600	11/01/2003	11/01/2013	Common Shares	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY PETER B 1800 WASHINGTON ROAD PITTSBURGH, PA 15241			Chief Operating Officer - Coal	

Signatures

P. B. Lilly 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:

AMENDED TO REFLECT CORRECT EXERCISE PRICES AND ACQUISITION IDENTIFIER

ALL TRANSACTIONS ARE PURSUANT TO RULE 10. Transaction report received from Smith Barney 02/16/05.

FORM 10F 3

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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