

CONSOL Energy Inc  
Form S-8 POS  
September 27, 2011

As filed with the Securities and Exchange Commission on September 27, 2011

Registration No. 333-126056

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**CONSOL Energy Inc.**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification Number)

**CNX Center**  
**1000 CONSOL Energy Drive**  
**Canonsburg, Pennsylvania 15317**  
(Address of Principal Executive Offices)

**CONSOL ENERGY INC. INVESTMENT PLAN FOR SALARIED EMPLOYEES**

(Full title of the plan)

**P. Jerome Richey**  
**Executive Vice President Corporate Affairs, Chief Legal Officer and Secretary**

**CONSOL Energy Inc.**  
**CNX Center**  
**1000 CONSOL Energy Drive**  
**Canonsburg, Pennsylvania 15317**  
(Name and address, including zip code, of agent for service)

**(724) 485-4000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Lewis U. Davis, Jr.**  
**Buchanan Ingersoll & Rooney PC**  
**One Oxford Centre**  
**301 Grant Street, 20th Floor**

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Pittsburgh, Pennsylvania 15219-1410

(412) 562-8800

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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**EXPLANATORY NOTE TO  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**

On May 31, 2006, CONSOL Energy Inc. (the Corporation) effected a two-for-one stock split of the Corporation's common stock, par value \$0.01 per share (the Common Stock), in the form of a stock dividend (the Stock Split). Pursuant to Rule 416(b) promulgated under the Securities Act of 1933, as amended (the Securities Act), the Corporation hereby amends its Registration Statement on Form S-8 (Registration Statement No. 333-126056), filed on June 22, 2005, to reflect that, as a result of the Stock Split, the number of shares registered for issuance under the CONSOL Energy Inc. Investment Plan For Salaried Employees (the Plan) increased from 2,500,000 to 5,000,000.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

EXHIBIT NO.	DESCRIPTION
23.1	Consent of Ernst & Young LLP
23.2	Consent of Netherland Sewell & Associates, Inc.
23.3	Consent of Schlumberger Data and Consulting Services
23.4	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (Included in Signature Page)

CONSOL Energy Inc. hereby undertakes that it will submit or has submitted the CONSOL Energy Inc. Investment Plan For Salaried Employees and any amendment thereto to the Internal Revenue Services in a timely manner and has made or will make all changes required by the Internal Revenue Service in order to qualify the plan.

[Signature Pages for Form S-8]

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canonsburg, Commonwealth of Pennsylvania, on this 27th day of September 2011.

CONSOL Energy, Inc.

By: /s/ J. Brett Harvey  
J. Brett Harvey  
Chairman of the Board and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, Each of the undersigned directors and officers of CONSOL Energy Inc., a Delaware corporation, do hereby constitute and appoint J. Brett Harvey, Nicholas J. DeLuliis, William J. Lyons, P. Jerome Richey and Robert P. King, or any one of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below as of September 27, 2011 by the following persons in the capacities indicated:

Signature	Title
/s/ J. Brett Harvey	Chairman of the Board and Chief Executive Officer
J. Brett Harvey	(Principal Executive Officer)
/s/ William J. Lyons	Chief Financial Officer and Executive Vice President
William J. Lyons	(Principal Financial and Accounting Officer)
/s/ John L. Whitmire	Vice Chairman of the Board
John L. Whitmire	
/s/ Philip W. Baxter	Lead Independent Director
Philip W. Baxter	

*[Signature Pages for Form S-8]*

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<b>Signature</b>	<b>Title</b>
/s/ James E. Altmeyer, Sr. James E. Altmeyer, Sr.	Director
/s/ William E. Davis William E. Davis	Director
/s/ Raj K. Gupta Raj K. Gupta	Director
/s/ Patricia A. Hammick Patricia A. Hammick	Director
/s/ David C. Hardesty David C. Hardesty	Director
/s/ John T. Mills John T. Mills	Director
/s/ William P. Powell William P. Powell	Director
/s/ Joseph T. Williams Joseph T. Williams	Director

*[Signature Pages for Form S-8]*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the administrator of the CONSOL Energy Inc. Investment Plan for Salaried Employees has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on September 27, 2011.

CONSOL Energy, Inc. Investment Plan For Salaried  
Employees

By: /s/ William J. Lyons  
Name: William J. Lyons

Title: Chairman of the Investment Committee

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