CONSOL ENERGY INC

Form 4/A May 31, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

LILLY PETER B			Symbol CONSOL ENERGY INC [CNX]					Issuer (Check all applicable)			
(Last) (First) (Middle) 1800 WASHINGTON ROAD			(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2007				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) President - Coal Group			
				mendment, Date Original Month/Day/Year) /2007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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, \$0.01 par value per share (1)	04/04/2007			M <u>(2)</u>	22,095	A	\$ 15.39	116,472	D		
Common shares, \$0.01 par value per share (3)	04/04/2007			S(2)	22,095	D	\$ 40	94,377 (4) (5)	D		

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

Edgar Filing: CONSOL ENERGY INC - Form 4/A

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 on Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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 Option (right to buy) (1)	\$ 15.39	04/04/2007		M(2)	22,0	95 <u>(6)</u>	04/27/2014	Common shares, \$0.01 par value per share	22,095	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LILLY PETER B 1800 WASHINGTON ROAD PITTSBURGH, PA 15241

President - Coal Group

Signatures

/s/ Peter B. Lilly by Stephanie Gill, his attorney-in-fact

05/31/2007

**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).
- This exercise of options was inadvertently omitted from the reporting person's original Form 4 filing, filed on April 5, 2007, which reported the sale of 22,095 shares pursuant to a 10b5-1 trading plan.
- All transactions occurring on April 4, 2007, including the exercise and subsequent sale of 22,095 shares, were effected pursuant to a Rule (2) 10b5-1 trading plan adopted by the reporting person on February 13, 2007, as opposed to the trading plan adopted on November 16, 2004, as originally reported on the Form 4 filing, filed on April 5, 2007.
- (3) The sale transaction was previously reported on the Form 4 filed on April 5, 2007, but is being included on this amended Form 4 as a matter of completeness.

Reporting Owners 2

Edgar Filing: CONSOL ENERGY INC - Form 4/A

- An adjustment of 22,095 additional shares has been made to the total number of shares beneficially owned by the reporting person, to account for the exercise of options which was inadvertently omitted from the reporting person's original Form 4 filing, reporting the sale of 22,095 shares, filed on April 5, 2007.
- (5) Of the 94,377 shares owned directly, 55,106 are restricted stock units including dividend equivalent rights.
- (6) Stock option grant provides that options vest 25% per year beginning April 27, 2005.

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.