

CONSOL ENERGY INC
Form 4/A
May 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
04/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
04/05/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President - Coal Group

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common shares, \$0.01 par value per share ⁽¹⁾ | 04/04/2007 | | M ⁽²⁾ | | 22,095 | A | \$ 15.39 |
| Common shares, \$0.01 par value per share ⁽³⁾ | 04/04/2007 | | S ⁽²⁾ | | 22,095 | D | \$ 40 |
| | | | | | 94,377 | | ⁽⁴⁾ ⁽⁵⁾ |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽¹⁾ | \$ 15.39 | 04/04/2007 | | M ⁽²⁾ | 22,095 | ⁽⁶⁾ 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

⁽¹⁾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) 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.

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- An adjustment of 22,095 additional shares has been made to the total number of shares beneficially owned by the reporting person, to
- (4) 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.

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