

CONSOL ENERGY INC
Form 4
December 05, 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 *
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)
12/03/2007

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)
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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common shares, \$0.01 par value per share | 12/03/2007 | | M ⁽¹⁾ | | 4,462 A \$ 6.55 | 91,424 | D |
| Common shares, \$0.01 par value per share | 12/03/2007 | | S | | 4,462 D \$ 60 | 86,962 | D |
| Common shares, | 12/03/2007 | | M ⁽²⁾ | | 8,500 A \$ 8.6 | 95,462 | D |

\$0.01 par value per share

Common shares, \$0.01 par value per share

12/03/2007 S 8,500 D \$ 60 86,962 ⁽³⁾ D

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

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.

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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. Debit or Credit to Shareholder's Account (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option (right to buy) | \$ 6.55 | 12/03/2007 | | M ⁽¹⁾ | 4,462 | ⁽⁴⁾ 11/01/2012 | Common shares, \$0.01 par value per share | 4,462 |
| Stock Option (right to buy) | \$ 8.6 | 12/03/2007 | | M ⁽²⁾ | 8,500 | ⁽⁵⁾ 04/30/2013 | Common share, \$0.01 par value per share | 8,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LILLY PETER B 1800 WASHINGTON ROAD | | | President - Coal Group | |

PITTSBURGH, PA 15241

Signatures

/s/ Peter B. Lilly by Alexander Reyes, his
attorney-in-fact

12/05/2007

__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) Transaction effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2006.
- (3) Of the 86,962 shares owned directly, 41,308 are restricted stock units including dividend equivalent rights.
- (4) Stock option grant provides that options vest 25% per year beginning November 1, 2003.
- (5) Stock option grant provides that options vest 25% per year beginning April 30, 2004.

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.