

CONSOL ENERGY INC
Form 4/A
February 22, 2005

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

2. Issuer Name and Ticker or Trading Symbol
CONSOL ENERGY INC [CNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1800 WASHINGTON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Operating Officer - Coal

PITTSBURGH, PA 15241

4. If Amendment, Date Original Filed(Month/Day/Year)
02/18/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| 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.

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | 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.

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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.