

CONSOL ENERGY INC
Form 4
May 04, 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

(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)
05/02/2005

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)
Chief Operating Officer - Coal

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 (D)	Price
Common Shares	05/02/2005		M		500	A	\$ 17.2
Common Shares	05/02/2005		S		500	D	\$ 43.19
Common Shares	05/02/2005		M		800	A	\$ 17.2
Common Shares	05/02/2005		S		800	D	\$ 43.2
Common Shares	05/02/2005		M		200	A	\$ 17.2

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Common Shares	05/02/2005	S	200	D	\$ 43.22	31,685	D
Common Shares	05/02/2005	M	600	A	\$ 17.2	32,285	D
Common Shares	05/02/2005	S	600	D	\$ 43.23	31,685	D
Common Shares	05/02/2005	M	7,700	A	\$ 17.2	39,385	D
Common Shares	05/02/2005	S	7,700	D	\$ 43.24	31,685	D
Common Shares	05/02/2005	M	900	A	\$ 17.2	32,585	D
Common Shares	02/15/2005	S	900	D	\$ 43.25	31,685	D

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

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(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 Options	\$ 17.2	05/02/2005		M	900	04/30/2004 04/30/2014	Common Shares	900
Stock Options	\$ 17.2	05/02/2005		M	300	04/30/2004 04/30/2014	Common Shares	300
Stock Options	\$ 17.2	05/02/2005		M	300	04/30/2004 04/30/2014	Common Shares	300
Stock Options	\$ 17.2	05/02/2005		M	2,300	04/30/2004 04/30/2014	Common Shares	2,300
	\$ 17.2	05/02/2005		M	1,000	04/30/2004 04/30/2014		1,000

Stock Options							Common Shares	
Stock Options	\$ 17.2	05/02/2005	M	200	04/30/2004	04/30/2014	Common Shares	200
Stock Options	\$ 17.2	05/02/2005	M	1,100	04/30/2004	04/30/2014	Common Shares	1,100

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 05/03/2005

**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:

ALL TRANSACTIONS ARE PURSUANT TO RULE 10b(5). Transaction report received from Smith Barney 05/03/05.

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