

DEIULIIS N J
Form 4
February 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
DEIULIIS N J

(Last) (First) (Middle)

1000 CONSOL ENERGY DRIVE

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONSOL Energy Inc [CNX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2012

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

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 | 02/16/2012 | | F | | 2,141 (1) | D | \$ 37.42 222,607 | D |
| Common shares, \$0.01 par value per share | 02/16/2012 | | A | | 34,662 (2) | A | \$ 0 257,269 | D |
| Common shares, | 02/16/2012 | | F | | 14,046 (3) | D | \$ 37.42 243,223 (4) | D |

\$0.01 par value per share

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 45.05 | 02/16/2012 | | A | 38,011 | 02/16/2012 06/15/2020 | Common shares, \$0.01 par value per share 38,011 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| DEIULIIS N J 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | | | President | |

Signatures

/s/ Nicholas J. DeIuliis by Stephanie Gill, his attorney-in-fact 02/21/2012

**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) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.

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- (2) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2009-2011 performance period.
- (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of performance share units previously reported herein.
- (4) Of the 243,223 shares owned directly, 27,625 are restricted stock units (including dividend equivalent rights).

- On June 15, 2010, the reporting person was granted an option to purchase up to 152,046 shares of common stock. The option generally vests in four annual installments based on the Issuer's achievement of certain performance criteria for each of the fiscal years ending
- (5) December 31, 2010, 2011, 2012 and 2013. The performance criteria for 2011 were met, resulting in vesting of the option as to 38,011 shares. The total number of options vested since the grant date are 76,022.

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.