#### CONSOL ENERGY INC

Form 4

February 24, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WHITMIRE JOHN L

2. Issuer Name and Ticker or Trading Symbol

CONSOL ENERGY INC [CNX]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

X\_ Director

10% Owner

(Check all applicable)

1000 CONSOL ENERGY DRIVE

(Street)

(State)

(First)

(Month/Day/Year) 02/20/2009

Filed(Month/Day/Year)

below)

Other (specify Officer (give title

(Zip)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

CANONSBURG, PA 15317

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common

shares,

\$0.01 par 02/20/2009 Α 49 (1) \$0 13,815 (2) (3)

value per share

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 $\mathbf{D}$ 

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Phantom Stock (including dividend equivalent rights)	\$ 0	02/20/2009		A(4)	120	02/20/2009	02/20/2009	Common shares, \$0.01 par value per share	120 (5)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

WHITMIRE JOHN L
1000 CONSOL ENERGY DRIVE X
CANONSBURG, PA 15317

## **Signatures**

Alexander Reyes, his attorney-in-fact 02/24/2009

\*\*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 dividend equivalent rights earned under the Equity Incentive Plan as part of a grant of restricted stock units and deferred stock units.
- (2) Of the 13,815 shares owned directly, 10,625 are deferred stock units and 3,190 are restricted stock units including dividend equivalent rights.
- (3) This amount does not include 32,966 shares of phantom stock held in a Deferred Compensation Plan.
- (4) Represents dividend equivalent rights earned under the Deferred Compensatin Plan as part of a grant of phantom stock. Each dividend equivalent right is the economic equivalent of one share of common stock, \$0.01 par value per share, of CONSOL Energy Inc.
- (5) Represents the number of shares of phantom stock held under the Deferred Compensation Plan, each of which is settled in cash. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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