

CONSOL ENERGY INC  
Form 4  
December 26, 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 \*  
**LYONS WILLIAM J**

(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)  
**12/20/2007**

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)  
Exec. VP & CFO

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, \$0.01 par value per share	12/20/2007		M <sup>(1)</sup>		5,800	A	\$ 6.805	66,392	D	Indirect Beneficial Ownership (Instr. 4)
Common shares, \$0.01 par value per share	12/20/2007		S <sup>(1)</sup>		5,800	D	\$ 70	60,592	D	Indirect Beneficial Ownership (Instr. 4)
Common shares,	12/21/2007		M <sup>(1)</sup>		14,200	A	\$ 6.805	74,792	D	Indirect Beneficial Ownership (Instr. 4)

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\$0.01 par value per share							
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	1,200	D	\$ 70	73,592	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 70.005	73,392	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 70.01	72,892	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 70.015	72,792	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	1,000	D	\$ 70.02	71,792	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 70.025	71,692	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 70.035	71,392	D
Common shares, \$0.01 par value per share	12/21/2007	<u>S<sup>(1)</sup></u>	1,000	D	\$ 70.04	70,392	D
Common shares, \$0.01 par	12/21/2007	<u>S<sup>(1)</sup></u>	1,009	D	\$ 70.05	69,383	D

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value per share							
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	605	D	\$ 70.06	68,778	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	400	D	\$ 70.07	68,378	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	200	D	\$ 70.095	68,178	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	200	D	\$ 70.11	67,978	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	100	D	\$ 70.115	67,878	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	600	D	\$ 70.12	67,278	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	200	D	\$ 70.13	67,078	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	100	D	\$ 70.15	66,978	D
Common shares, \$0.01 par value per share	12/21/2007	S <sup>(1)</sup>	200	D	\$ 70.16	66,778	D

share

Common shares, \$0.01 par value per share 12/21/2007 S<sup>(1)</sup> 91 D \$ 70.18 66,687 D

Common shares, \$0.01 par value per share 12/21/2007 S<sup>(1)</sup> 195 D \$ 70.2 66,492 D

Common shares, \$0.01 par value per share 12/21/2007 S<sup>(1)</sup> 200 D \$ 70.21 66,292 D

Common shares, \$0.01 par value per share 12/21/2007 S<sup>(1)</sup> 391 D \$ 70.22 65,901 <sup>(2)</sup> D

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)

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 Option (right to buy)	\$ 6.805	12/20/2007		M <sup>(1)</sup>	5,800	<sup>(3)</sup> 09/10/2012	Common shares, \$0.01 par value per share	5,800
	\$ 6.805	12/21/2007		M <sup>(1)</sup>	14,200	<sup>(3)</sup> 09/10/2012		14,200

Stock  
Option  
(right to  
buy)

Common  
shares,  
\$0.01 par  
value per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS WILLIAM J 1800 WASHINGTON ROAD PITTSBURGH, PA 15241			Exec. VP & CFO	

## Signatures

/s/ William J. Lyons by Stephanie Gill, his  
attorney-in-fact

12/26/2007

\_\_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) Of the 65,901 shares owned directly, 39,428 are restricted stock units including dividend equivalent rights.
  - (3) Stock option grant provides that options vest 25% per year beginning September 10, 2003.

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