

CONSOL ENERGY INC
Form 4
August 05, 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 *
BAXTER PHILLIP W

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)
08/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

PITTSBURGH, PA 15241

(City) (State) (Zip)

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

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	08/03/2005		M		2,000	A	\$ 18.81
Common Shares	08/03/2005		S		2,000	D	\$ 69
Common Shares	08/03/2005		M		2,000	A	\$ 26.53
Common Shares	08/03/2005		S		2,000	D	\$ 69
Common Shares	08/03/2005		M		1,666	A	\$ 13.61
Common Shares	08/03/2005		S		1,666	D	\$ 69

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Common Shares								
Common Shares	08/03/2005		M	1,666	A	\$ 17.2	8,666	D
Common Shares	08/03/2005		S	1,666	D	\$ 68.99	7,000	D
Common Shares	08/03/2005		M	833	A	\$ 30.78	7,833	D
Common Shares	08/03/2005		S	833	D	\$ 68.99	7,000	D
Common Shares	08/03/2005		M	4,000	A	\$ 10.875	11,000	D
Common Shares	08/03/2005		S	4,000	D	\$ 69	7,000	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 (right to buy)	\$ 18.81	08/03/2005		M	2,000 (1)	10/25/2001 10/25/2010	Common Shares	2,000
Stock Options (right to buy)	\$ 26.53	08/03/2005		M	2,000 (2)	10/25/2002 10/25/2011	Common Shares	2,000
Stock Options	\$ 13.61	08/03/2005		M	1,666 (3)	09/10/2003 09/10/2012	Common Shares	1,666

(right to buy)

Stock Options (right to buy)	\$ 17.2	08/03/2005	M	1,666 <u>(4)</u>	04/30/2004	04/30/2013	Common Shares	1,666
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Stock Options (right to buy)	\$ 30.78	08/03/2005	M	833 <u>(5)</u>	04/27/2005	04/27/2014	Common Shares	833
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Stock Options (right to buy)	\$ 10.875	08/03/2005	M	4,000 <u>(6)</u>	11/12/2000	11/12/2009	Common Shares	4,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAXTER PHILLIP W 1800 WASHINGTON ROAD PITTSBURGH, PA 15241	X			

Signatures

P. W. Baxter by P. M. Greene, his attorney-in-fact 08/05/2005

__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).

- (1) Original Stock Option grant provides that stock options will vest 33.3% per year beginning October 25, 2001.
- (2) Original Stock Option grant provides that stock options will vest 33.3% per year beginning October 25, 2002.
- (3) Original Stock Option grant provides that stock options will vest 33.3% per year beginning September 10, 2003.
- (4) Original Stock Option grant provides that stock options will vest 33.3% per year beginning April 30, 2004.
- (5) Original Stock Option grant provides that stock options will vest 33.3% per year beginning April 27, 2005.
- (6) Original Stock Option grant provides that stock options will vest 33.3% per year beginning November 12, 2000.

Remarks:

Mr. Baxter resigned from the Board of Directors of CONSOL Energy Inc. effective August 2, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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