

HARVEY J BRETT
Form 4
February 23, 2010

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 *
HARVEY J BRETT

(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)
02/19/2010

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 & CEO

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common shares, \$0.01 par value per share | 02/19/2010 | | A | | 192 ⁽¹⁾ | A | \$ 0 159,365 D |
| Common shares, \$0.01 par value per share | 02/19/2010 | | A | | 20,036 ⁽²⁾ | A | \$ 0 179,401 D |
| Common shares, | 02/19/2010 | | F | | 9,961 ⁽³⁾ | D | \$ 169,440 ⁽⁴⁾ 49.91 D |

| | | | | | | | |
|---|--|--|--|--|-----------------------|---|--------------------------------|
| \$0.01 par value per share | | | | | | | |
| Common shares, \$0.01 par value per share | | | | | 72,014 | I | By GRAT |
| Common shares, \$0.01 par value per share | | | | | 47,697 | I | Revocable Trust ⁽⁵⁾ |
| Common shares, \$0.01 par value per share | | | | | 2,000 | I | Revocable Trust ⁽⁶⁾ |
| Common shares, \$0.01 par value per share | | | | | 41,021 ⁽⁷⁾ | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 49.91 | 02/19/2010 | | A | | 132,373 | | ⁽⁸⁾ | 02/19/2020 | Common shares, \$0.01 par value per share | 132,373 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARVEY J BRETT 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | X | | President & CEO | |

Signatures

/s/ J. Brett Harvey by Alexander J. Reyes, his attorney-in-fact 02/23/2010

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.
- (2) Grant of restricted stock units, which vest over a period of three years, under the Company's Equity Incentive Plan.
- (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.
- (4) Of the 169,440 shares owned directly, 80,188 are restricted stock units including dividend equivalent rights.
- (5) Shares held in Mr. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.
- (6) Shares held in Mrs. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.
- (7) This number includes 82 shares acquired by the reporting person's 401(k) account since February 16, 2010.
- (8) Stock Option grant provides that options will vest 1/3 per year beginning on February 19, 2011.

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.