

CONSOL Energy Inc
 Form 4
 February 04, 2014

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)
 01/31/2014

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)
 Chairman and 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 Ownership (Instr. 4)
			Code	V	Amount		
Common shares, \$0.01 par value per share	01/31/2014		A		80,322 ⁽¹⁾	A	\$ 0 466,119 D
Common shares, \$0.01 par value per share	01/31/2014		A		227,902 ⁽²⁾	A	\$ 0 694,021 D
Common shares,	01/31/2014		F		104,881 ⁽³⁾	D	\$ 589,140 37.35 D

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\$0.01 par value per share								
Common shares, \$0.01 par value per share	01/31/2014	A	<u>62,880</u> ⁽⁴⁾	A	\$ 0	652,020	D	
Common shares, \$0.01 par value per share	01/31/2014	F	<u>28,939</u> ⁽⁵⁾	D	\$ 37.35	623,081	<u>(6)</u>	D
Common shares, \$0.01 par value per share						106,552	I	By Revocable Trust <u>(7)</u>
Common shares, \$0.01 par value per share						2,000	I	By Spouse's Revocable Trust <u>(8)</u>
Common shares, \$0.01 par value per share						9,481	I	By Trust for Daughter <u>(9)</u>
Common shares, \$0.01 par value per share						9,481	I	By Trust for Daughter <u>(9)</u>
Common shares, \$0.01 par value per share						9,481	I	By Trust for Son <u>(9)</u>
Common shares, \$0.01 par value per share						21,608	I	By 2011 GRAT
Common shares, \$0.01 par						20,208	I	By 2012-1 GRAT

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value per share				
Common shares, \$0.01 par value per share	35,760	I		By 2012-2 GRAT
Common shares, \$0.01 par value per share	35,089	I		By 2012-3 GRAT
Common shares, \$0.01 par value per share	34,240	I		By 2013-1 GRAT
Common shares, \$0.01 par value per share	48,962 ⁽¹⁰⁾	I		By 401 (k) Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 45.05	01/31/2014		A	91,228	01/31/2014 06/15/2020	Common shares, \$0.01 par value per share 91,228

Reporting Owners

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

Signatures

/s/ J. Brett Harvey by Stephanie L. Gill, his attorney-in-fact

02/04/2014

__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) Grant of restricted stock units, which vest annually in equal installments over a period of three years, under the Company's Equity Incentive Plan.
 - (2) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2011-2013 performance period.
 - (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of the performance share units for the 2011-2013 performance period previously reported herein.
 - (4) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2012-2013 performance period.
 - (5) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of the performance share units for the 2011-2012 performance period previously reported herein.
 - (6) Of the 623,081 shares owned directly, 103,496 are restricted stock units and deferred shares (including dividend equivalent rights).
 - (7) Shares held in Mr. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees.
 - (8) Shares held in Mrs. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees.
 - (9) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
 - (10) This number includes 248 shares acquired by the reporting person's 401 (k) account since December 27, 2013.
On June 15, 2010, the reporting person was granted an option to purchase up to 243,273 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 December 31, 2010, 2011, 2012 and 2013. The performance criteria for 2013 and 2010-2013 collectively were met, resulting in the vesting of the option as to 91,228 shares. The total number of options vested since the grant date are 243,273.

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