

CONSOL Energy Inc
Form DEFA14A
March 31, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CONSOL Energy Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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[CONSOL Energy Inc. Letterhead]

Dear Current and Retired Employees of CONSOL Energy Inc. and its Subsidiaries:

I am writing today to urge you to vote your shares of CONSOL Energy Inc (CONSOL Energy) in accordance with the recommendations of the Board of Directors of CONSOL Energy (the Board). If you are a CONSOL Energy shareholder, your vote is more important than ever. The outcome of this proxy is crucial for our entire Company and for you and your families.

Here s why:

**Proposal
Number**

Rationale for the Board s Recommendations

1. We must vote *for* the re-election our CONSOL Energy Directors, as the non-employee Directors are independent and all of the Directors are highly-qualified individuals.
2. We must vote *for* the anticipated appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.
3. We must vote *for* amending our Equity Incentive Plan to provide for, among other things, additional shares under the Plan. This is necessary in order to continue to incentivize our employees and respond to competitive compensation pressure in the coal industry.
4. We must vote *against* the shareholder proposal requiring a majority of votes cast for any Director to be re-elected. We currently use plurality voting, which is overwhelmingly the predominate election method in the United States. Additionally, if a majority vote proposal is implemented, the cost of soliciting shareholder votes for routine elections could increase and could disrupt CONSOL s already effective governance processes.
5. We must vote *against* the shareholder proposal requiring early disclosure of voting results from annual or special shareholder meetings. Because CONSOL Energy already discloses the voting results in the Form 10-Q, as required by the SEC, we do not believe that early disclosure would be a productive use of corporate assets.

In light of the above, I hope you agree that the Board s recommendations are in the best interests of CONSOL Energy and its shareholders.

If you are a CONSOL Energy shareholder, you should receive, if you haven t already, CONSOL Energy s Proxy Statement with your voting card. ***Please complete the voting card by checking the box entitled FOR***

*with respect to proposals 1, 2 and 3, and checking the box entitled **AGAINST** with respect to proposals 4 and 5.¹ Thereafter, please sign your name and return it in the postage prepaid envelope that you received.*

In closing this letter, I want to emphasize that CONSOL Energy has the right plan, the right team and the right Directors to ensure that our efforts to deliver superior value and growth will succeed. In our view, the Company, our shareholders and our employees can't afford to not vote in accordance with the Board's recommendations. This is your Company and I know you care about its present and future as much as I do.

Thank you, as always, for your contributions to the success of CONSOL Energy.

Kindest regards,

/s/ J. Brett Harvey
J. Brett Harvey

¹ If you have received a voting card with instructions saying that you can vote via the telephone or via the internet, you may try that option. If you experience any problems voting in this manner, please report it to CONSOL Energy immediately and vote by mail instead to ensure that your vote is received and counted.