

HARVEY J BRETT
Form 4
February 23, 2011

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)
02/18/2011

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, 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 | 02/18/2011 | | A | | 154 ⁽¹⁾ | A | \$ 0 242,670 D |
| Common shares, \$0.01 par value per share | 02/21/2011 | | F | | 4,505 ⁽²⁾ | D | \$ 45.89 238,165 ⁽³⁾ D |
| Common shares, | | | | | | | 9,481 ⁽⁴⁾ I By Trust for |

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| | | | | |
|---|-----------------------|---|--|--|
| \$0.01 par value per share | | | | Daughter |
| Common shares, \$0.01 par value per share | 9,481 ⁽⁴⁾ | I | | By Trust for Daughter |
| Common shares, \$0.01 par value per share | 9,481 ⁽⁴⁾ | I | | By Trust for Son |
| Common shares, \$0.01 par value per share | 13,848 | I | | By Revocable Trust ⁽⁵⁾ |
| Common shares, \$0.01 par value per share | 2,000 | I | | By Spouse's Revocable Trust ⁽⁶⁾ |
| Common shares, \$0.01 par value per share | 73,000 | I | | By 2010 GRAT |
| Common shares, \$0.01 par value per share | 42,749 ⁽⁷⁾ | 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

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| Security | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|------|---|--|-----|------------------|-----------------|-------|----------------------------|
| | | | (A) | (D) | | | | |

Reporting Owners

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

Signatures

/s/ J. Brett Harvey by Alexander J. Reyes, his attorney-in-fact 02/23/2011

__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) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.
- (3) Of the 238,165 shares owned directly, 48,051 are restricted stock units including dividend equivalent rights.
- (4) 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 purposes of Section 16 or for any other purpose.
- (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 91 shares acquired by the reporting person's 401(k) account since February 18, 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.