

CONSOL ENERGY INC

Form 4

February 18, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LILLY PETER B**

(Last) (First) (Middle)

1800 WASHINGTON ROAD

(Street)

PITTSBURGH, PA 15241

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CONSOL ENERGY INC [CNX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Operating Officer - Coal

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	02/15/2005		M		1,200	A \$ 43.48	33,885	D	
Common Shares	02/15/2005		S		1,200	D \$ 43.48	31,685	D	
Common Shares	02/15/2005		M		600	D \$ 43.49	32,285	D	
Common Shares	02/15/2005		S		600	D \$ 43.49	31,685	D	
Common Shares	02/15/2005		M		1,600	D \$ 43.5	33,285	D	

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Common Shares	02/15/2005	S	1,600	D	\$ 43.5	31,685	D
Common Shares	02/15/2005	M	1,100	D	\$ 43.51	32,785	D
Common Shares	02/15/2005	S	1,100	D	\$ 43.51	31,685	D
Common Shares	02/15/2005	M	200	D	\$ 43.51	31,885	D
Common Shares	02/15/2005	S	200	D	\$ 43.51	31,685	D
Common Shares	02/15/2005	M	2,000	D	\$ 43.53	31,885	D
Common Shares	02/15/2005	S	2,000	D	\$ 43.53	31,685	D
Common Shares	02/15/2005	M	800	D	\$ 43.54	32,485	D
Common Shares	02/15/2005	S	800	D	\$ 43.54	31,685	D

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.**

SEC 1474  
(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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 43.51	02/15/2005		M		1,100		11/01/2003	11/01/2013	Common Shares	1,100
Stock Options	\$ 43.52	02/15/2005		M		200		11/01/2003	11/01/2013	Common Shares	200
	\$ 43.53	02/15/2005		M		2,000		11/01/2003	11/01/2013		2,000

Stock Options								Common Shares	
Stock Options	\$ 43.54	02/15/2005	M	800	11/01/2003	11/01/2013	Common Shares	800	
Stock Options	\$ 43.55	02/15/2005	M	7,300	11/01/2003	11/01/2013	Common Shares	7,300	
Stock Options	\$ 43.56	02/15/2005	M	500	11/01/2003	11/01/2013	Common Shares	500	
Stock Options	\$ 43.58	02/15/2005	M	900	11/01/2003	11/01/2013	Common Shares	900	
Stock Options	\$ 43.59	02/15/2005	M	1,500	11/01/2003	11/01/2013	Common Shares	1,500	
Stock Options	\$ 43.6	02/15/2005	M	600	11/01/2003	11/01/2013	Common Shares	600	
Stock Options	\$ 43.62	02/15/2005	M	300	11/01/2003	11/01/2013	Common Shares	300	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY PETER B 1800 WASHINGTON ROAD PITTSBURGH, PA 15241			Chief Operating Officer - Coal	

## Signatures

P. B. Lilly by P. M. Greene, his attorney-in-fact 02/17/2004

\_\_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).

### Remarks:

ALL TRANSACTIONS ARE PURSUANT TO RULE 10. Transaction report received from Smith Barney 02/16/05.

FORM 2 OF 3

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.