

CONSOL ENERGY INC  
Form 4  
May 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**05/02/2005**

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)  
Chief Operating Officer - Coal

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares                   | 05/02/2005                           |  | M                              | 500   | A \$ 17.2   | 32,185   | D                                 |
| Common Shares                   | 05/02/2005                           |  | S                              | 500   | D \$ 43.19  | 31,685   | D                                 |
| Common Shares                   | 05/02/2005                           |  | M                              | 800   | A \$ 17.2   | 32,485   | D                                 |
| Common Shares                   | 05/02/2005                           |  | S                              | 800   | D \$ 43.2   | 31,685   | D                                 |
| Common Shares                   | 05/02/2005                           |  | M                              | 200   | A \$ 17.2   | 31,885   | D                                 |

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|               |            |   |       |   |          |        |   |
|---------------|------------|---|-------|---|----------|--------|---|
| Common Shares | 05/02/2005 | S | 200   | D | \$ 43.22 | 31,685 | D |
| Common Shares | 05/02/2005 | M | 600   | A | \$ 17.2  | 32,285 | D |
| Common Shares | 05/02/2005 | S | 600   | D | \$ 43.23 | 31,685 | D |
| Common Shares | 05/02/2005 | M | 7,700 | A | \$ 17.2  | 39,385 | D |
| Common Shares | 05/02/2005 | S | 7,700 | D | \$ 43.24 | 31,685 | D |
| Common Shares | 05/02/2005 | M | 900   | A | \$ 17.2  | 32,585 | D |
| Common Shares | 02/15/2005 | S | 900   | D | \$ 43.25 | 31,685 | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 17.2  | 05/02/2005                           |  | M                              | 900   | 04/30/2004 04/30/2014                                    | Common Shares   | 900                           |
| Stock Options                              | \$ 17.2  | 05/02/2005                           |  | M                              | 300   | 04/30/2004 04/30/2014                                    | Common Shares   | 300                           |
| Stock Options                              | \$ 17.2  | 05/02/2005                           |  | M                              | 300   | 04/30/2004 04/30/2014                                    | Common Shares   | 300                           |
| Stock Options                              | \$ 17.2  | 05/02/2005                           |  | M                              | 2,300   | 04/30/2004 04/30/2014                                    | Common Shares   | 2,300                         |
|  | \$ 17.2  | 05/02/2005                           |  | M                              | 1,000   | 04/30/2004 04/30/2014                                    |   | 1,000                         |

|               |         |            |   |       |            |            |               |       |
|---------------|---------|------------|---|-------|------------|------------|---------------|-------|
| Stock Options |         |            |   |       |            |            | Common Shares |       |
| Stock Options | \$ 17.2 | 05/02/2005 | M | 200   | 04/30/2004 | 04/30/2014 | Common Shares | 200   |
| Stock Options | \$ 17.2 | 05/02/2005 | M | 1,100 | 04/30/2004 | 04/30/2014 | Common Shares | 1,100 |

## Reporting Owners

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

## Signatures

P. B. Lilly by P. M. Greene, his attorney-in-fact  
 05/03/2005

\*\*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 10b(5). Transaction report received from Smith Barney 05/03/05.

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