

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 *
DEIULIIS N J

(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)
President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common shares, \$0.01 par value per share	01/31/2014		A		39,380 ⁽¹⁾	A	\$ 0 261,752 D
Common shares, \$0.01 par value per share	01/31/2014		A		40,342 ⁽²⁾	A	\$ 0 302,094 D
Common shares,	01/31/2014		F		18,687 ⁽³⁾	D	\$ 283,407 ⁽⁴⁾ 37.35 D

\$0.01 par value per share			
Common shares, \$0.01 par value per share	10,100	I	By 2012 GRAT
Common shares, \$0.01 par value per share	9,935	I	By 2013-1 GRAT
Common shares, \$0.01 par value per share	20,000	I	By 2013-2 GRAT

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	57,019	01/31/2014	06/15/2020	Common shares, \$0.01 par value per share	57,019

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DEIULIIS N J
1000 CONSOL ENERGY DRIVE
CANONSBURG, PA 15317

President

Signatures

/s/ Nicholas J. DeIuliis by Stephanie 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 previously reported herein.
- (4) Of the 283,407 shares owned directly, 58,305 are restricted stock units (including dividend equivalent rights).

(5) On June 15, 2010, the reporting person was granted an option to purchase up to 152,046 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 57,019 shares. The total number of options vested since the grant date are 152,046.

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.