

Johnson Stephen W
 Form 4
 February 04, 2013

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 *
 Johnson Stephen W

2. Issuer Name and Ticker or Trading Symbol
 CONSOL Energy Inc [CNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 CONSOL ENERGY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief Legal/Corp Affairs

CANONSBURG, PA 15317

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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, \$0.01 par value per share	01/31/2013		A		6,930 ⁽¹⁾ A \$ 0 77,456 ⁽²⁾	D	
Common Shares, \$0.01 par value per share	01/31/2013		F		2,178 ⁽³⁾ D \$ 31.34 75,278 ⁽⁴⁾	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 (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 Option (right to buy)	\$ 45.05	01/31/2013		A	7,602	01/31/2013 06/15/2020	Common Shares, \$0.01 par value per share	7,602

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Stephen W 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317			EVP - Chief Legal/Corp Affairs	

Signatures

/s/ Stephen W. Johnson by Stephanie L. Gill, his attorney-in-fact

02/04/2013

__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 the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2010-2012 performance period.
- (2) Includes 354 shares inadvertently omitted from the initial Form 3 filing dated January 1, 2013, which shares resulted from dividends paid in 2012.
- (3)

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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 75,278 shares owned directly, 13,656 are restricted stock units (including dividend equivalent rights).

- (5) On June 15, 2010, the reporting person was granted an option to purchase up to 60,819 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. Half of the performance criteria for 2012 were met, resulting in the vesting of the option as to 7,602 shares. The total number of options vested since the grant date are 38,010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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