

CONSOL Energy Inc
Form 4
May 12, 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 *
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)
04/21/2014

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)
Executive Chairman

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 | (D) | Price | | |
| Common shares, \$0.01 par value per share | 04/21/2014 | | G | V | 33,064 | D | \$ 0 2,696 | I | By 2012-2 GRAT |
| Common shares, \$0.01 par value per share | 04/21/2014 | | G | V | 33,064 | A | \$ 0 139,616 | I | By Revocable Trust |
| Common shares, | 04/21/2014 | | G | V | 2,696 | D | \$ 0 0 | I | By 2012-2 GRAT |

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| | | | | | | | | |
|-------------------------------------------|------------|---|------------------------------|---|----------|--------------------|---|----------------------------------|
| \$0.01 par value per share | | | | | | | | |
| Common shares, \$0.01 par value per share | 04/21/2014 | G | V 898 | A | \$ 0 | 10,379 | I | By Trust for Daughter <u>(1)</u> |
| Common shares, \$0.01 par value per share | 04/21/2014 | G | V 899 | A | \$ 0 | 10,380 | I | By Trust for Daughter <u>(1)</u> |
| Common shares, \$0.01 par value per share | 04/21/2014 | G | V 899 | A | \$ 0 | 10,380 | I | By Trust for Son <u>(1)</u> |
| Common shares, \$0.01 par value per share | 05/12/2014 | G | V 11,984 | D | \$ 0 | 22,256 | I | By 2013-1 GRAT |
| Common shares, \$0.01 par value per share | 05/12/2014 | G | V 11,984 | A | \$ 0 | 151,600 | I | By Revocable Trust <u>(2)</u> |
| Common shares, \$0.01 par value per share | 05/08/2014 | M | 120,736 | A | \$ 22.75 | 743,978 | D | |
| Common shares, \$0.01 par value per share | 05/08/2014 | F | <u>90,109</u> ⁽³⁾ | D | \$ 42.92 | 653,869 | D | |
| Common shares, \$0.01 par value per share | 05/08/2014 | M | 200 | A | \$ 22.75 | 654,069 | D | |
| Common shares, \$0.01 par | 05/08/2014 | F | 150 <u>(3)</u> | D | \$ 42.92 | 653,919 <u>(4)</u> | D | |

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| | | | | |
|-------------------------------------------|--------|---|--------------------------------------------|--|
| value per share | | | | |
| Common shares, \$0.01 par value per share | 2,000 | I | By Spouse's Revocable Trust ⁽⁵⁾ | |
| Common shares, \$0.01 par value per share | 21,608 | I | By 2011 GRAT | |
| Common shares, \$0.01 par value per share | 35,089 | I | By 2012-3 GRAT | |
| Common shares, \$0.01 par value per share | 20,208 | I | By 2014-1 GRAT | |
| Common shares, \$0.01 par value per share | 49,715 | I | By 401 (k) Plan ⁽⁶⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Number of Shares |
| | \$ 22.75 | 05/08/2014 | | M | 120,736 | ⁽⁷⁾ | 05/03/2015 | | 120,736 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|-----|------------|------------|--|-------------------------------------------------------|-----|
| Stock Option (right to buy) | | | | | | | | Common shares, \$0.01 par value per share | |
| Stock Option (right to buy) | \$ 22.75 | 05/08/2014 | M | 200 | 11/03/2005 | 05/03/2015 | | Common shares, \$0.01 par value per share | 200 |

Reporting Owners

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

Signatures

/s/ J. Brett Harvey by Stephanie L. Gill, his
attorney-in-fact

05/12/2014

__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) 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 the purposes of Section 16 or for any other purpose.
- (2) Shares held in Mr. Harvey's Amended and Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees.
- (3) Represents shares withheld to pay the tax liability and exercise costs in connection with the exercise of the options.
- (4) Of the 653,919 shares owned directly, 103,657 are restricted stock units and deferred shares (including dividend equivalent rights).
- (5) Shares held in Mrs. Harvey's Amended and Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees
- (6) This number includes 435 shares acquired by the reporting person's 401 (k) account since March 4, 2014.
- (7) Stock option grant provides that options vest 25% per year beginning on May 3, 2006.

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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