

CONSOL ENERGY INC

Form 5/A

February 11, 2005

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HARVEY J BRETT

(Last) (First) (Middle)

**CONSOL PLAZA, 1800
WASHINGTON ROAD**

(Street)

PITTSBURGH, PA 15241

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CONSOL ENERGY INC [CNX]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. If Amendment, Date Original
Filed(Month/Day/Year)
02/11/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	04/30/2004	Â	J	38 ⁽¹⁰⁾ A \$ 28.78	69,070	D	Â
Common Shares	05/14/2004	Â	J	40 ⁽¹⁰⁾ A \$ 27.86	69,110	D	Â
Common Shares	05/28/2004	Â	J	36 ⁽¹⁰⁾ A \$ 30.33	69,146	D	Â
Common Shares	05/28/2004	Â	J	52 ⁽¹¹⁾ A \$ 30.39	69,198	D	Â

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Common Shares	06/14/2004	Â	J	36 <u>(10)</u>	A	\$ 30.86	69,234	D	Â
Common Shares	06/25/2004	Â	J	31 <u>(10)</u>	A	\$ 35.82	69,265	D	Â
Common Shares	07/09/2004	Â	J	30 <u>(10)</u>	A	\$ 36.74	69,295	D	Â
Common Shares	07/23/2004	Â	J	30 <u>(10)</u>	A	\$ 36.59	69,325	D	Â
Common Shares	08/06/2004	Â	J	35 <u>(10)</u>	A	\$ 31.98	69,360	D	Â
Common Shares	08/20/2004	Â	J	32 <u>(10)</u>	A	\$ 34.21	69,392	D	Â
Common Shares	09/03/2004	Â	J	33 <u>(10)</u>	A	\$ 33.53	69,425	D	Â
Common Shares	09/17/2004	Â	J	32 <u>(10)</u>	A	\$ 34.74	69,457	D	Â
Common Shares	09/02/2004	Â	J	49 <u>(11)</u>	A	\$ 33.34	69,506	D	Â
Common Shares	10/01/2004	Â	J	32 <u>(10)</u>	A	\$ 35.09	69,538	D	Â
Common Shares	10/15/2004	Â	J	32 <u>(10)</u>	A	\$ 34.04	69,570	D	Â
Common Shares	10/29/2004	Â	J	31 <u>(10)</u>	A	\$ 35.76	69,601	D	Â
Common Shares	11/12/2004	Â	J	29 <u>(10)</u>	A	\$ 37.6	68,630	D	Â
Common Shares	11/26/2004	Â	J	26 <u>(10)</u>	A	\$ 42.86	69,656	D	Â
Common Shares	11/29/2004	Â	J	38 <u>(11)</u>	A	\$ 43.32	69,694	D	Â
Common Shares	12/10/2004	Â	J	28 <u>(10)</u>	A	\$ 39.91	69,722	D	Â
Common Shares	12/23/2004	Â	J	27 <u>(10)</u>	A	\$ 41.61	69,749	D	Â
Common Shares - Restricted	05/28/2004	Â	J	199 <u>(12)</u>	A	\$ 30.85	69,943	D	Â
Common Shares - Restricted	09/02/2004	Â	J	185 <u>(12)</u>	A	\$ 33.54	70,128	D	Â
Common	11/29/2004	Â	J	145	A	\$	70,273	D	Â

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Shares - (12) 42.59
Restricted

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Options	\$ 16	Â	Â	Â	Â Â	04/29/1999 ⁽¹⁾ 04/29/2009	Common Shares 120,000
Stock Options	\$ 18.81	Â	Â	Â	Â Â	10/25/2000 ⁽²⁾ 10/25/2010	Common Shares 120,000
Stock Options	\$ 26.53	Â	Â	Â	Â Â	10/25/2001 ⁽³⁾ 10/25/2011	Common Shares 120,000
Stock Options	\$ 30.18	Â	Â	Â	Â Â	03/01/2001 ⁽⁴⁾ 03/01/2011	Common Shares 100
Stock Options	\$ 13.61	Â	Â	Â	Â Â	09/10/2002 ⁽⁵⁾ 09/10/2012	Common Shares 120,000
Stock Options	\$ 17.2	Â	Â	Â	Â Â	04/30/2003 ⁽⁶⁾ 04/30/2013	Common Shares 100
Stock Options	\$ 17.2	Â	Â	Â	Â Â	04/30/2003 ⁽⁷⁾ 04/30/2013	Common Shares 120,000
Stock Options	\$ 30.78	Â	Â	Â	Â Â	04/27/2004 ⁽⁸⁾ 04/27/2014	Common Shares 66,770
Stock Options	\$ 30.78	Â	Â	Â	Â Â	04/27/2004 ⁽⁹⁾ 04/27/2014	Common Shares 100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HARVEY J BRETT
CONSOL PLAZA
1800 WASHINGTON ROAD
PITTSBURGH, PA 15241

X President
 & CEO

Signatures

J. Brett Harvey by P. M. Greene, his attorney
in fact

02/11/2005

****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. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). |
| (1) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 29, 2000. |
| (2) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2001. |
| (3) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2002. |
| (4) | Stock Option grant vested on March 1, 2002. |
| (5) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning September 10, 2003. |
| (6) | Stock Options grant vests 100% on April 30, 2004. |
| (7) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 30, 2004. |
| (8) | Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 27, 2005. |
| (9) | Stock Option grant vests 100% on April 27, 2005. |
| (10) | Shares acquired through Company Investment Plan - exempt transaction. Not required to be reported on Form 4. |
| (11) | Shares acquired through dividend reinvestment pursuant to employee investment plan. Transaction not required to be reported on Form 4. |
| (12) | Dividend reinvestment on restricted shares grant pursuant to employee benefit plan. |

 $\hat{A}$ **Remarks:**

ALL TRANSACTION ARE EXEMPT UNDER SECTION 16(b) - ACQUISITIONS THROUGH EMPLOYEES

FORMÂ AMENDEDÂ TOÂ ADDÂ FOOTNOTEÂ 12Â ANDÂ CORRECTÂ GENERALÂ REMARKS.

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