

CONSOL ENERGY INC  
Form 4/A  
February 22, 2005

**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 \*  
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)  
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/18/2005

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Shares                   | 02/15/2005                           |  | M                              |   | 600 A \$ 13.1   | 32,285   | D  |
| Common Shares                   | 02/15/2005                           |  | S                              |   | 600 D \$ 43.41  | 31,685   | D  |
| Common Shares                   | 02/15/2005                           |  | M                              |   | 700 A \$ 13.1   | 32,385   | D  |
| Common Shares                   | 02/15/2005                           |  | S                              |   | 700 D \$ 43.42  | 31,685   | D  |
| Common Shares                   | 02/15/2005                           |  | M                              |   | 1,500 A \$ 13.1   | 33,185   | D  |

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|               |            |   |        |   |          |        |   |
|---------------|------------|---|--------|---|----------|--------|---|
| Common Shares | 02/15/2005 | S | 1,500  | D | \$ 43.43 | 31,685 | D |
| Common Shares | 02/15/2005 | M | 300    | D | \$ 13.1  | 31,985 | D |
| Common Shares | 02/15/2005 | S | 300    | D | \$ 43.44 | 31,685 | D |
| Common Shares | 02/15/2005 | M | 14,700 | A | \$ 13.1  | 46,385 | D |
| Common Shares | 02/15/2005 | S | 14,700 | D | \$ 43.45 | 31,685 | D |
| Common Shares | 02/15/2005 | M | 800    | A | \$ 13.1  | 32,485 | D |
| Common Shares | 02/15/2005 | S | 800    | D | \$ 43.46 | 31,685 | D |
| Common Shares | 02/15/2005 | M | 900    | D | \$ 13.1  | 32,585 | D |
| Common Shares | 02/15/2005 | S | 900    | D | \$ 43.47 | 31,685 | D |

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

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SEC 1474  
(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Options                              | \$ 13.1  | 02/15/2005                           |  | M                              | 600   | 11/01/2003   | 11/01/2013  | Common Shares              | 600                        |
| Stock Options                              | \$ 13.1  | 02/15/2005                           |  | M                              | 700   | 11/01/2003   | 11/01/2013  | Common Shares              | 700                        |
| Stock Options                              | \$ 13.1  | 02/15/2005                           |  | M                              | 1,500   | 11/01/2003   | 11/01/2013  | Common Shares              | 1,500                      |

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|               |         |            |   |        |            |            |               |        |
|---------------|---------|------------|---|--------|------------|------------|---------------|--------|
| Stock Options | \$ 13.1 | 02/15/2005 | M | 300    | 11/01/2003 | 11/01/2013 | Common Shares | 300    |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 14,700 | 11/01/2003 | 11/01/2013 | Common Shares | 14,700 |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 800    | 11/01/2003 | 11/01/2013 | Common Shares | 800    |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 900    | 11/01/2003 | 11/01/2013 | Common Shares | 900    |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 1,200  | 11/01/2003 | 11/01/2013 | Common Shares | 1,200  |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 600    | 11/01/2003 | 11/01/2013 | Common Shares | 600    |
| Stock Options | \$ 13.1 | 02/15/2005 | M | 1,600  | 11/01/2003 | 11/01/2013 | Common Shares | 1,600  |

## 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 02/22/2005

\_\_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:

AMENDED TO REFLECT CORRECT EXERCISE PRICES AND ACQUISITION IDENTIFIER

ALL TRANSACTIONS ARE PURSUANT TO RULE 10. Transaction report received from Smith Barney 02/16/05.

FORM 10F 3

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.