

HARVEY J BRETT
Form 4
February 25, 2011

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)
02/23/2011

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)
Chairman and CEO

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common shares, \$0.01 par value per share | 02/23/2011 | | A | (A) or (D) 27,066 (1) | \$ 0 265,231 | D | |
| Common shares, \$0.01 par value per share | 02/23/2011 | | F | (A) or (D) 10,968 (2) | \$ 48.61 254,263 (3) | D | |
| Common shares, | | | | | 9,481 (4) | I | By Trust for |

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| | | | | |
|---|----------------------|---|--|--|
| \$0.01 par value per share | | | | Daughter |
| Common shares, \$0.01 par value per share | 9,481 ⁽⁴⁾ | I | | By Trust for Daughter |
| Common shares, \$0.01 par value per share | 9,481 ⁽⁴⁾ | I | | By Trust for Son |
| Common shares, \$0.01 par value per share | 13,848 | I | | By Revocable Trust ⁽⁵⁾ |
| Common shares, \$0.01 par value per share | 2,000 | I | | By Spouse's Revocable Trust ⁽⁶⁾ |
| Common shares, \$0.01 par value per share | 73,000 | I | | By 2010 GRAT |
| Common shares, \$0.01 par value per share | 42,749 | I | | By 401(k) Plan |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

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| Security | | | (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|------------|--------------------------------|------|---|--------|-----|---------------------|--------------------|---|-------------------------------------|
| Stock Option (right to buy) | \$ 48.61 | 02/23/2011 | | A | | 75,949 | | (7) | 02/23/2021 | Common shares, \$0.01 par value per share | 75,949 |
| Stock Option (right to buy) | \$ 45.05 | 02/23/2011 | | A | | 60,818 | | 02/23/2011 | 06/15/2020 | Common shares, \$0.01 par value per share | 60,818 |

Reporting Owners

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

Signatures

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

02/25/2011

__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 2008-2010 performance period.
- (2) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of performance share units previously reported herein.
- (3) Of the 254,263 shares owned directly, 48,051 are restricted stock units including dividend equivalent rights.
- (4) 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 purposes of Section 16 or for any other purpose.
- (5) Shares held in Mr. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.
- (6) Shares held in Mrs. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.
- (7) Stock option grant provides that options will vest 1/3 per year beginning on February 23, 2012.

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- (8) On June 15, 2010, the reporting person was granted an option to purchase up to 243,273 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 2010 were met, resulting in vesting of the option as to 60,818 shares.

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.