

Richey P Jerome
Form 4
February 21, 2012

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Richey P Jerome

(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)

02/16/2012

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)

EVP-Corp Affairs, Chief Legal

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 Ownership (Instr. 4)
Common shares, \$0.01 par value per share	02/16/2012		F	500 ⁽¹⁾ D	\$ 37.42 33,345	D	
Common shares, \$0.01 par value per share	02/16/2012		A	7,308 ⁽²⁾ A	\$ 0 40,653	D	
Common shares,	02/16/2012		F	2,231 ⁽³⁾ D	\$ 37.42 38,422 ⁽⁴⁾	D	

\$0.01 par
value per
share

Common
shares,
\$0.01 par
value per
share

1,174

I

By 401 (k)
Plan

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

**Persons who respond to the collection of
information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 45.05	02/16/2012		A		15,204		02/16/2012	06/15/2020	Common shares, \$0.01 par value per share	15,204

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Richey P Jerome
1000 CONSOL ENERGY DRIVE
CANONSBURG, PA 15317

EVP-Corp Affairs, Chief Legal

Signatures

/s/ P. Jerome Richey by Stephanie Gill, his
attorney-in-fact

02/21/2012

__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 shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.
- (2) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2009-2011 performance period.
- (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of performance share units previously reported herein.
- (4) Of the 38,422 shares owned directly, 17,554 are restricted stock units and deferred shares (including dividend equivalent rights).

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. The performance criteria for 2011 were met, resulting in vesting of the option as to 15,204 shares. The total number of options vested since the grant date are 30,408.

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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