

CONSOL Energy Inc
Form 4
February 03, 2015

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 *
DEIULIIS N J

(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)
02/03/2015

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)
President 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common shares, \$0.01 par value per share | 01/30/2015 | | A | | 93,265 ⁽¹⁾ | A | \$ 0 346,944 D |
| Common shares, \$0.01 par value per share | 01/30/2015 | | F | | 6,119 ⁽²⁾ | D | \$ 28.95 340,825 D |
| Common shares, | 01/30/2015 | | A | | 71,893 ⁽³⁾ | A | \$ 0 412,718 D |

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| | | | | | | | | | |
|---|------------|---|------------------------------|---|----------|------------------------|---|---------------------------------------|--|
| \$0.01 par value per share | | | | | | | | | |
| Common shares, \$0.01 par value per share | 01/30/2015 | F | <u>33,301</u> ⁽⁴⁾ | D | \$ 28.95 | 379,417 ⁽⁵⁾ | D | | |
| Common shares, \$0.01 par value per share | | | | | | 6,403 | I | By 2013-1 GRAT | |
| Common shares, \$0.01 par value per share | | | | | | 12,599 | I | By 2013-2 GRAT | |
| Common shares, \$0.01 par value per share | | | | | | 15,000 | I | By 2014-1 GRAT | |
| Common shares, \$0.01 par value per share | | | | | | 30,000 | I | By 2014-2 GRAT | |
| Common shares, \$0.01 par value per share | | | | | | 601 | I | By Trust for Daughters ⁽⁶⁾ | |

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 required to respond unless the form displays a currently valid OMB control number.

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

| Security | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|------|---|--|-----|------------------|-----------------|-------|----------------------------|
| | | | (A) | (D) | | | | |

Reporting Owners

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

Signatures

/s/ Nicholas J. DeIuliis by Gregory V. Guinto, his attorney-in-fact 02/03/2015

__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) Grant of restricted stock units, which vest annually in equal installments over a period of three years, under the Company's Equity Incentive Plan.
- (2) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.
- (3) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2012-2014 performance period.
- (4) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of the performance share units previously reported herein.
- (5) Of the 379,417 shares owned directly, 126,794 are restricted stock units (including dividend equivalent rights).
- (6) 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.

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.