

CONSOL ENERGY INC  
Form S-8  
June 22, 2005

As filed with the Securities and Exchange Commission on June 22, 2005

Registration No. 333-

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CONSOL ENERGY INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0337383**  
(I.R.S. Employer  
Identification No.)

**CONSOL Plaza**  
**1800 Washington Road**  
**Pittsburgh, PA 15241-1421**  
**(412) 831-4000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**CONSOL ENERGY INC. EQUITY INCENTIVE PLAN**

(Full title of the plan)

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**P. Jerome Richey, Esq.**

**Vice President and General Counsel**

**CONSOL Energy Inc.**

**CONSOL Plaza**

**1800 Washington Road**

**Pittsburgh, PA 15241-1421**

**(412) 831-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Steven L. Wasserman, Esq.**

**DLA Piper Rudnick Gray Cary US LLP**

**1251 Avenue of the Americas**

**New York, New York 10021**

**(212) 835-6000**

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**CALCULATION OF REGISTRATION FEE**

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	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
<b>Title of securities to be registered</b>	<b>to be</b>	<b>maximum</b>	<b>maximum</b>	<b>Amount of</b>
	<b>registered (1)</b>	<b>offering price</b>	<b>aggregate</b>	<b>registration fee</b>
		<b>per share</b>	<b>offering price</b>	

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Common Stock, \$0.01 par value	2,600,000(2)	\$53.11	\$138,086,000	\$16,253
Total	2,600,000(2)	\$53.11	\$138,086,000	\$16,253

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- (1) An aggregate of 9,100,000 shares of common stock, \$0.01 par value per share (the Common Stock ), of CONSOL Energy Inc. ( CONSOL Energy ) may be offered or issued pursuant to the CONSOL Energy Equity Incentive Plan, as amended and restated (the Plan ), 3,250,000 of which were previously registered on Form S-8 (File No. 333-87545), 3,250,000 of which were previously registered on Form S-8 (File No. 333-113973) and 2,600,000 of which are registered on this Form S-8.
  - (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of shares of Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions and an indeterminate number of participation interests to be offered or sold pursuant to the Plan.
  - (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on June 21, 2005 (i.e. \$53.11). Pursuant to Rule 457(h)(2), no separate registration fee is provided for the participation interests in the Plan. Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Form S-8 only.
  - (4) Pursuant to Rule 457(p), \$1,563 of the registration fee has been offset by a portion of the \$64,720 filing fee paid pursuant to the filing of the Form S-3 Registration Statement registration No. 333-105739, which was withdrawn by CONSOL Energy Inc. on March 10, 2004.
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**INCORPORATION BY REFERENCE**

In accordance with General Instruction E to Form S-8, the contents of the Registration Statements filed by CONSOL Energy with the Securities and Exchange Commission (the Commission) (File No. 333-87545 and File No. 333-113973), with respect to securities offered pursuant to the Plan are hereby incorporated by reference.

All documents filed by CONSOL Energy pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
4.1	CONSOL Energy Inc. Equity and Incentive Plan, as amended and restated, incorporated by reference to CONSOL Energy's Amendment No. 1 to Schedule 14A, Definitive Proxy Statement (File No. 001-14901) filed on April 22, 2004.
4.2	Certificate of Incorporation of CONSOL Energy Inc., incorporated by reference to Exhibit 3.1 to Amendment No. 2 to Registration Statement Form S-1 (Registration No. 333-68987) filed on March 24, 1999.
4.3	Amended and Restated By-Laws dated as of February 23, 2004, incorporated by reference to Exhibit 3.2 to our Form 10-K for the fiscal year ended December 31, 2003 (Registration No. 333-14901) filed on March 12, 2004.
4.4	Rights Agreement, dated as of December 22, 2003, between CONSOL Energy Inc. and Equiserve Trust Company, N.A., as Rights Agent, incorporated by reference to Exhibit 4 to Form 8-K filed on December 22, 2003.
5.1	Opinion of DLA Piper Rudnick Gray Cary US LLP, counsel for CONSOL Energy, regarding the legal validity of the shares of common stock being registered for issuance under the plan (filed herewith).
23.1	Consent of DLA Piper Rudnick Gray Cary US LLP (to be included in exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included in Signature Page).

**SIGNATURES**

Pursuant to the requirements of the Securities Act, CONSOL Energy certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this registration statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, State of Pennsylvania, on the 21st day of June, 2005.

CONSOL ENERGY INC.

By: /s/ J. Brett Harvey

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J. Brett Harvey  
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act, the administrator of the CONSOL Energy Inc. Equity Incentive Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, State of Pennsylvania, on June 21, 2005.

CONSOL ENERGY INC. EQUITY INCENTIVE PLAN

By: /s/ William P. Powell

Name: William P. Powell

Title: Chairman, Compensation Committee of the Board of Directors  
of CONSOL Energy Inc.

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that each director and officer whose signature appears below constitutes and appoints J. Brett Harvey and P. Jerome Richey, and each of them acting singly, as his true and lawful attorney-in-fact and agent, with full powers of substitution and re-substitution, for him in his name, place and stead, to sign in any and all capacities any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Brett Harvey</u> J. Brett Harvey	President and Chief Executive Officer and Director (Principal Executive Officer)	June 21, 2005
<u>/s/ William J. Lyons</u> William J. Lyons	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 21, 2005
<u>/s/ John L. Whitmire</u> John L. Whitmire	Chairman of the Board of Directors	June 21, 2005
<u>/s/ James E. Altmeyer, Sr.</u> James E. Altmeyer, Sr.	Director	June 21, 2005
<u>/s/ Philip W. Baxter</u> Philip W. Baxter	Director	June 21, 2005
<u>/s/ Raj K. Gupta</u> Raj K. Gupta	Director	June 21, 2005
<u>/s/ William E. Davis</u> William E. Davis	Director	June 21, 2005
<u>/s/ Patricia A. Hammick</u> Patricia A. Hammick	Director	June 21, 2005
<u>/s/ William P. Powell</u>	Director	June 21, 2005



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William P. Powell

/s/ Joseph T. Williams

Director

June 21, 2005

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Joseph T. Williams

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**EXHIBIT INDEX**

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