

CONSOL Energy Inc
 Form 4
 May 12, 2014

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)
 04/21/2014

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)
 Executive Chairman

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	(D)	Price		
Common shares, \$0.01 par value per share	04/21/2014		G	V	33,064	D	\$ 0 2,696	I	By 2012-2 GRAT
Common shares, \$0.01 par value per share	04/21/2014		G	V	33,064	A	\$ 0 139,616	I	By Revocable Trust
Common shares,	04/21/2014		G	V	2,696	D	\$ 0 0	I	By 2012-2 GRAT

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\$0.01 par value per share								
Common shares, \$0.01 par value per share	04/21/2014	G	V 898	A	\$ 0	10,379	I	By Trust for Daughter <u>(1)</u>
Common shares, \$0.01 par value per share	04/21/2014	G	V 899	A	\$ 0	10,380	I	By Trust for Daughter <u>(1)</u>
Common shares, \$0.01 par value per share	04/21/2014	G	V 899	A	\$ 0	10,380	I	By Trust for Son <u>(1)</u>
Common shares, \$0.01 par value per share	05/12/2014	G	V 11,984	D	\$ 0	22,256	I	By 2013-1 GRAT
Common shares, \$0.01 par value per share	05/12/2014	G	V 11,984	A	\$ 0	151,600	I	By Revocable Trust <u>(2)</u>
Common shares, \$0.01 par value per share	05/08/2014	M	120,736	A	\$ 22.75	743,978	D	
Common shares, \$0.01 par value per share	05/08/2014	F	<u>90,109</u> ⁽³⁾	D	\$ 42.92	653,869	D	
Common shares, \$0.01 par value per share	05/08/2014	M	200	A	\$ 22.75	654,069	D	
Common shares, \$0.01 par	05/08/2014	F	150 <u>(3)</u>	D	\$ 42.92	653,919 <u>(4)</u>	D	

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value per share				
Common shares, \$0.01 par value per share	2,000	I	By Spouse's Revocable Trust ⁽⁵⁾	
Common shares, \$0.01 par value per share	21,608	I	By 2011 GRAT	
Common shares, \$0.01 par value per share	35,089	I	By 2012-3 GRAT	
Common shares, \$0.01 par value per share	20,208	I	By 2014-1 GRAT	
Common shares, \$0.01 par value per share	49,715	I	By 401 (k) Plan ⁽⁶⁾	

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

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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 of Number of Shares
	\$ 22.75	05/08/2014		M	120,736	⁽⁷⁾	05/03/2015		120,736

Stock Option (right to buy)								Common shares, \$0.01 par value per share	
Stock Option (right to buy)	\$ 22.75	05/08/2014	M	200	11/03/2005	05/03/2015		Common shares, \$0.01 par value per share	200

Reporting Owners

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

Signatures

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

05/12/2014

**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) 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.
- (2) Shares held in Mr. Harvey's Amended and Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees.
- (3) Represents shares withheld to pay the tax liability and exercise costs in connection with the exercise of the options.
- (4) Of the 653,919 shares owned directly, 103,657 are restricted stock units and deferred shares (including dividend equivalent rights).
- (5) Shares held in Mrs. Harvey's Amended and Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as Trustees
- (6) This number includes 435 shares acquired by the reporting person's 401 (k) account since March 4, 2014.
- (7) Stock option grant provides that options vest 25% per year beginning on May 3, 2006.

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.