

CONSOL ENERGY INC
Form 4/A
February 22, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
LILLY PETER B

2. Issuer Name and Ticker or Trading Symbol
CONSOL ENERGY INC [CNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1800 WASHINGTON ROAD

02/15/2005

Chief Operating Officer - Coal

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/18/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15241

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Shares	02/15/2005		M	600 A \$ 13.1	32,285	D	
Common Shares	02/15/2005		S	600 D \$ 43.41	31,685	D	
Common Shares	02/15/2005		M	700 A \$ 13.1	32,385	D	
Common Shares	02/15/2005		S	700 D \$ 43.42	31,685	D	
Common Shares	02/15/2005		M	1,500 A \$ 13.1	33,185	D	

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Common Shares	02/15/2005	S	1,500	D	\$ 43.43	31,685	D
Common Shares	02/15/2005	M	300	D	\$ 13.1	31,985	D
Common Shares	02/15/2005	S	300	D	\$ 43.44	31,685	D
Common Shares	02/15/2005	M	14,700	A	\$ 13.1	46,385	D
Common Shares	02/15/2005	S	14,700	D	\$ 43.45	31,685	D
Common Shares	02/15/2005	M	800	A	\$ 13.1	32,485	D
Common Shares	02/15/2005	S	800	D	\$ 43.46	31,685	D
Common Shares	02/15/2005	M	900	D	\$ 13.1	32,585	D
Common Shares	02/15/2005	S	900	D	\$ 43.47	31,685	D

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 13.1	02/15/2005		M	600	11/01/2003	11/01/2013	Common Shares	600
Stock Options	\$ 13.1	02/15/2005		M	700	11/01/2003	11/01/2013	Common Shares	700
Stock Options	\$ 13.1	02/15/2005		M	1,500	11/01/2003	11/01/2013	Common Shares	1,500

