

CONSOL ENERGY INC  
Form 4/A  
May 31, 2007

**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 \*  
**LILLY PETER B**

(Last) (First) (Middle)  
**1800 WASHINGTON ROAD**  
  
(Street)

**PITTSBURGH, PA 15241**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/04/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/05/2007**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President - Coal Group**

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 <sup>(1)</sup>	04/04/2007		M <sup>(2)</sup>		22,095	A	\$ 15.39
Common shares, \$0.01 par value per share <sup>(3)</sup>	04/04/2007		S <sup>(2)</sup>		22,095	D	\$ 40
					94,377	(4) (5)	D

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



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- An adjustment of 22,095 additional shares has been made to the total number of shares beneficially owned by the reporting person, to
- (4) account for the exercise of options which was inadvertently omitted from the reporting person's original Form 4 filing, reporting the sale of 22,095 shares, filed on April 5, 2007.
  - (5) Of the 94,377 shares owned directly, 55,106 are restricted stock units including dividend equivalent rights.
  - (6) Stock option grant provides that options vest 25% per year beginning April 27, 2005.

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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