

HARVEY J BRETT
Form 4
January 24, 2011

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)
12/18/2009

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)
Chairman, President & 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common shares, \$0.01 par value per share | 12/10/2010 | | G ⁽¹⁾ | V 69,864 D \$ 0 0 | | I | By 2008 GRAT |
| Common shares, \$0.01 par value per share | 12/10/2010 | | G ⁽¹⁾ | V 9,481 A \$ 0 9,481 ⁽²⁾ | | I | By Trust for Daughter |
| Common shares, | 12/10/2010 | | G ⁽¹⁾ | V 9,481 A \$ 0 9,481 ⁽²⁾ | | I | By Trust for Daughter |

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| | | | | | | | | | | |
|---|------------|-------------------------|---|--------|---|------|------------------------|---|--|--|
| \$0.01 par value per share | | | | | | | | | | |
| Common shares, \$0.01 par value per share | 12/10/2010 | <u>G</u> ⁽¹⁾ | V | 9,481 | A | \$ 0 | 9,481 ⁽²⁾ | I | | By Trust for Son |
| Common shares, \$0.01 par value per share | 12/10/2010 | <u>G</u> ⁽¹⁾ | V | 41,421 | A | \$ 0 | 89,118 | I | | By Revocable Trust ⁽³⁾ |
| Common shares, \$0.01 par value per share | 12/18/2009 | G | V | 2,151 | D | \$ 0 | 69,864 | I | | By 2008 GRAT |
| Common shares, \$0.01 par value per share | 12/22/2010 | G | V | 2,270 | D | \$ 0 | 86,848 | I | | By Revocable Trust ⁽³⁾ |
| Common shares, \$0.01 par value per share | 12/29/2010 | <u>G</u> ⁽⁴⁾ | V | 73,000 | D | \$ 0 | 13,848 | I | | By Revocable Trust ⁽³⁾ |
| Common shares, \$0.01 par value per share | 12/29/2010 | <u>G</u> ⁽⁴⁾ | V | 73,000 | A | \$ 0 | 73,000 | I | | By 2010 GRAT |
| Common shares, \$0.01 par value per share | | | | | | | 247,272 ⁽⁵⁾ | D | | |
| Common shares, \$0.01 par value per share | | | | | | | 2,000 | I | | By Spouse's Revocable Trust ⁽⁶⁾ |
| Common shares, \$0.01 par | | | | | | | 42,349 | I | | By 401(k) Plan |

value per share

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

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

01/24/2011

**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) This transaction involved the termination of the 2008 GRAT and a distribution for no value of the shares held by the 2008 GRAT to three separate trusts established for the benefit of each of the reporting person's children. The reporting person's wife serves as the co-trustee for each of these trusts along with the respective child beneficiary. The balance of shares remaining in the 2008 GRAT were then transferred to Mr. Harvey's Revocable Trust and the 2008 GRAT was terminated.

(2)

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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 such securities for purposes of Section 16 or for any other purpose.

- (3) Shares held in Mr. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.
- (4) On December 29, 2010, Mr. Harvey's Revocable Trust contributed 73,000 shares of issuer common stock to a 2010 grantor retained annuity trust (GRAT) established for the benefit of the reporting person.
- (5) Of the 247,272 shares owned directly, 71,184 are restricted stock units including dividend equivalent rights.
- (6) Shares held in Mrs. Harvey's Amended and Restated Revocable Trust, dated December 17, 2007, in which Mr. and Mrs. Harvey serve as trustees.

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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