

CONSOL Energy Inc
Form 4
April 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Brock James A

(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)
04/27/2015

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)
Chief Operating Officer - Coal

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common shares, \$0.01 par value per share | 04/27/2015 | | M ⁽¹⁾ | | 1,104 | A | \$ 22.75 |
| Common shares, \$0.01 par value per share | 04/27/2015 | | S ⁽¹⁾ | | 1,104 | D | \$ 29.96 ⁽²⁾ |
| Common shares, | | | | | 19,730 | I | By 401 (k) Plan ⁽⁴⁾ |

\$0.01 par value per share

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

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SEC 1474
(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. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Stock Option (right to buy) | \$ 22.75 | 04/27/2015 | | M ⁽¹⁾ | 1,104 | ⁽⁵⁾ 05/03/2015 | Common shares, \$0.01 par value per share | 1,104 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brock James A 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | | | Chief Operating Officer - Coal | |

Signatures

/s/ James A. Brock by Gregory V. Guinto, his attorney-in-fact

04/29/2015

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) Transaction effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2015.

(2) The sale relates to shares underlying stock options that are scheduled to expire next month (May 3, 2015). The price of \$29.96 represents the weighted average of ten open-market sale transactions ranging in price from \$29.67 to \$30.30. The reporting person agrees to provide full information regarding the number of shares sold at each separate price paid if requested by the SEC staff, the Company or a security holder of the Company.

(3) Of the 45,233 shares owned directly, 28,820 are restricted stock units (including dividend equivalent rights).

(4) This number includes 582 shares acquired by the reporting person's 401 (k) account since February 3, 2015.

(5) 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.

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