

CONSOL Energy Inc
Form 4
May 26, 2015

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 *
Ritter Lorraine L.

(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)
05/24/2013

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)
Controller and Vice President

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common shares, \$0.01 per share | 05/24/2013 | | P | | 50 ⁽¹⁾ A \$ 35.7584 | 19,484 | D |
| Common shares, \$0.01 per share | 05/24/2013 | | A | | 14 ⁽²⁾ A \$ 0 | 19,498 | D |
| Common shares, \$0.01 per share | 06/01/2013 | | S | | 851 ⁽³⁾ D \$ 34.74 | 18,647 | D |

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| | | | | | | | |
|---------------------------------|------------|---|--|---|------------|--------|---|
| Common shares, \$0.01 per share | 08/23/2013 | P | <u>60</u> ⁽¹⁾ ₍₄₎ | A | \$ 33.8501 | 18,707 | D |
| Common shares, \$0.01 per share | 08/23/2013 | A | <u>5</u> ⁽²⁾ | A | \$ 0 | 18,712 | D |
| Common shares, \$0.01 per share | 12/04/2013 | P | <u>55</u> ⁽¹⁾ ₍₅₎ | A | \$ 36.8932 | 18,767 | D |
| Common shares, \$0.01 per share | 12/04/2013 | A | <u>5</u> ⁽²⁾ | A | \$ 0 | 18,772 | D |
| Common shares, \$0.01 per share | 01/26/2014 | S | <u>181</u> ⁽³⁾ ₍₄₎ | D | \$ 37.25 | 18,591 | D |
| Common shares, \$0.01 per share | 01/31/2014 | A | <u>3,347</u> ₍₆₎ | A | \$ 0 | 21,938 | D |
| Common shares, \$0.01 per share | 02/23/2014 | S | <u>139</u> ⁽³⁾ _{(5) (7)} | D | \$ 40.3 | 21,799 | D |
| Common shares, \$0.01 per share | 02/28/2014 | P | <u>26</u> ⁽¹⁾ ₍₇₎ | A | \$ 39.8135 | 21,825 | D |
| Common shares, \$0.01 per share | 02/28/2014 | A | <u>5</u> ⁽²⁾ | A | \$ 0 | 21,830 | D |
| Common shares, \$0.01 per share | 03/07/2014 | M | 2,500 | A | \$ 15.39 | 24,330 | D |
| Common shares, \$0.01 per share | 03/07/2014 | S | 2,500 | D | \$ 40.073 | 21,830 | D |
| | 05/30/2014 | P | <u>24</u> ⁽¹⁾ | A | | 21,854 | D |

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| | | | | | | | |
|---------------------------------|------------|---|-----------------------------------|---|------------|--------|---|
| Common shares, \$0.01 per share | | | | | \$ 44.5231 | | |
| Common shares, \$0.01 per share | 05/30/2014 | A | 4 ⁽²⁾ | A | \$ 0 | 21,858 | D |
| Common shares, \$0.01 per share | 09/02/2014 | P | 26 ⁽¹⁾ | A | \$ 40.1949 | 21,884 | D |
| Common shares, \$0.01 per share | 09/02/2014 | A | 5 ⁽²⁾ | A | \$ 0 | 21,889 | D |
| Common shares, \$0.01 per share | 12/03/2014 | P | 28 ⁽¹⁾ | A | \$ 37.8331 | 21,917 | D |
| Common Shares, \$0.01 per share | 12/03/2014 | A | 5 ⁽²⁾ | A | \$ 0 | 21,922 | D |
| Common Shares, \$0.01 per share | 01/26/2015 | S | 218 ⁽³⁾ <u>(10)</u> | D | \$ 31.05 | 21,704 | D |
| Common Shares, \$0.01 per share | 01/30/2015 | A | 1,728 <u>(6)</u> | A | \$ 0 | 23,432 | D |
| Common Shares, \$0.01 per share | 01/31/2015 | S | 343 ⁽³⁾ | D | \$ 28.95 | 23,089 | D |
| Common Shares, \$0.01 per share | 03/06/2015 | P | 37 ⁽¹⁾ <u>(10)</u> | A | \$ 30.3587 | 23,126 | D |
| Common Shares, \$0.01 per share | 03/06/2015 | A | 6 ⁽²⁾ | A | \$ 0 | 23,132 | D |
| | 04/30/2015 | M | 1,976 | A | \$ 22.75 | 25,108 | D |

Common Shares, \$0.01 per share

Common Shares, \$0.01 per share

Common Shares, \$0.01 per share

04/30/2015

S

1,976

D

\$ 30.5983

23,132 ⁽¹¹⁾

D

1,697

I

By 401(k) Plan

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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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 15.39 | 03/07/2014 | | M | 2,500 | ⁽⁸⁾ 04/27/2014 | Common Shares, \$0.01 per share | 2,500 |
| Stock Option (right to buy) | \$ 22.75 | 04/30/2015 | | M | 1,976 | ⁽⁹⁾ 05/03/2015 | Common Shares, par value \$0.01 per share | 1,976 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Ritter Lorraine L.
1000 CONSOL ENERGY DRIVE
CANONSBURG, PA 15317

Controller and Vice President

Signatures

/s/ Lorraine L. Ritter by Stephanie L. Gill, her
attorney-in-fact

05/26/2015

__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) Represents shares of Company common stock acquired through a dividend reinvestment plan implemented by the reporting person.
- (2) Represents dividend equivalent rights earned under the Equity Incentive Plan as part of a grant of restricted stock units.
- (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to her.

The reporting person's purchase of CONSOL Energy Inc. (the "Company") common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act:"), to the extent of 60 shares, with the reporting person's sale of shares of the Company's common stock on January 26, 2014. The reporting person has made arrangements with the Company to disgorge to the Company \$204.11, which represents the full amount of profit calculated in connection with the transactions.
- (4)

The reporting person's purchase of the Company's common stock reported herein was matchable under Section 16(b) of the Exchange Act, to the extent of 55 shares, with the reporting person's sale of 139 shares of the Company's common stock at a price of \$40.30 per share on February 23, 2014. The reporting person has made arrangements with the Company to disgorge to the Company \$188.31, which represents the full amount of profit calculated in connection with the transactions.
- (5) Grant of restricted stock units, which vest annually in equal installments over a period of three years, under the Company's Equity Incentive Plan.

The reporting person's purchase of the Company's common stock reported herein was matchable under Section 16(b) of the Exchange Act, to the extent of 26 shares, with the reporting person's sale of shares of the Company's common stock on February 23, 2014. The reporting person has made arrangements with the Company to disgorge to the Company \$12.80, which represents the full amount of profit calculated in connection with the transactions.
- (6) The option vested in four equal installments on April 27, 2005, 2006, 2007 and 2008.
- (7) The option vested in four equal installments on May 3, 2006, 2007, 2008 and 2009.

The reporting person's purchase of the Company's common stock reported herein was matchable under Section 16(b) of the Exchange Act, to the extent of 37 shares, with the reporting person's sale of shares of the Company's common stock on January 26, 2015. The reporting person has made arrangements with the Company to disgorge to the Company \$25.97, which represents the full amount of profit calculated in connection with the transactions.
- (8) Of the 23,132 shares owned directly, 3,977 are restricted stock units (including dividend equivalent rights).
- (9) Of the 23,132 shares owned directly, 3,977 are restricted stock units (including dividend equivalent rights).
- (10)
- (11)

Remarks:

This Form 4 was inadvertently filed late due to a misunderstanding about whether the reporting person was considered to be an

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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