

CONSOL Energy Inc
Form 4
July 22, 2015

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 *
EINHORN DAVID

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)
140 EAST 45TH STREET, FLOOR 24

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2015

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

See Footnotes (1)-(12)

(Street)

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

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

NEW YORK, NY 10017

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	07/20/2015		P		126,352	A	\$ 16.7356 (4)	902,278	I (1) (2) (3)	See Footnote (5)
Common Stock, \$0.01 par value	07/20/2015		P		726,959	A	\$ 16.7356 (4)	5,195,373	I (1) (2) (3)	See Footnote (6)
Common Stock, \$0.01 par value	07/20/2015		P		1,351,411	A	\$ 16.7356 (4)	9,640,463	I (1) (2) (3)	See Footnote (7)

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Common Stock, \$0.01 par value	07/20/2015	P	510,973	A	\$ 16.7356 <u>(4)</u>	3,647,541	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(8)</u>
Common Stock, \$0.01 par value	07/20/2015	P	520,723	A	\$ 16.7356 <u>(4)</u>	3,718,808	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(9)</u>
Common Stock, \$0.01 par value	07/20/2015	P	539,707	A	\$ 16.7356 <u>(4)</u>	3,483,100	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(10)</u>
Common Stock, \$0.01 par value	07/21/2015	P	40,600	A	\$ 17.5169 <u>(12)</u>	942,878	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(5)</u>
Common Stock, \$0.01 par value	07/21/2015	P	233,500	A	\$ 17.5169 <u>(12)</u>	5,428,873	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(6)</u>
Common Stock, \$0.01 par value	07/21/2015	P	433,540	A	\$ 17.5169 <u>(12)</u>	10,074,003	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(7)</u>
Common Stock, \$0.01 par value	07/21/2015	P	163,900	A	\$ 17.5169 <u>(12)</u>	3,811,441	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(8)</u>
Common Stock, \$0.01 par value	07/21/2015	P	167,100	A	\$ 17.5169 <u>(12)</u>	3,885,908	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(9)</u>
Common Stock, \$0.01 par value	07/21/2015	P	157,700	A	\$ 17.5169 <u>(12)</u>	3,640,800	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(10)</u>
Common Stock, \$0.01 par value	07/22/2015	P	57,600	A	\$ 17.3976 <u>(13)</u>	1,000,478	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(5)</u>
Common Stock, \$0.01 par value	07/22/2015	P	331,400	A	\$ 17.3976 <u>(13)</u>	5,760,273	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(6)</u>
	07/22/2015	P	614,962	A		10,688,965	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	

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Common Stock, \$0.01 par value					\$ 17.3976 <u>(13)</u>				See Footnote <u>(7)</u>
Common Stock, \$0.01 par value	07/22/2015		P	232,600	A	\$ 17.3976 <u>(13)</u>	4,044,041	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(8)</u>
Common Stock, \$0.01 par value	07/22/2015		P	237,200	A	\$ 17.3976 <u>(13)</u>	4,123,108	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(9)</u>
Common Stock, \$0.01 par value	07/22/2015		P	222,900	A	\$ 17.3976 <u>(13)</u>	3,863,700	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(10)</u>
Common Stock, \$0.01 par value							129,000	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnote <u>(11)</u>

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EINHORN DAVID 140 EAST 45TH STREET FLOOR 24 NEW YORK, NY 10017		X		See Footnotes (1)-(12)
GREENLIGHT CAPITAL INC 140 EAST 45TH STREET 24TH FLOOR NEW YORK, NY 10017		X		
DME Advisors, LP 140 EAST 45TH STREET 24TH FLOOR NEW YORK, NY 10017		X		
DME Capital Management, LP 140 EAST 45TH STREET 24TH FLOOR NEW YORK, NY 10017		X		
DME Advisors GP, L.L.C. 140 EAST 45TH STREET 24TH FLOOR NEW YORK, NY 10017		X		
Greenlight Masters, LLC 140 EAST 45TH STREET 24TH FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ Daniel Roitman*, attorney-in-fact for David Einhorn	07/22/2015
__Signature of Reporting Person	Date
/s/ Daniel Roitman, Chief Operating Officer of Greenlight Capital, Inc.	07/22/2015
__Signature of Reporting Person	Date
/s/ Daniel Roitman, Chief Operating Officer of DME Advisors GP, L.L.C., General Partner of DME Advisors, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ Daniel Roitman, Chief Operating Officer of DME Capital Management, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ Daniel Roitman, Chief Operating Officer of DME Advisors GP, L.L.C.	07/22/2015
__Signature of Reporting Person	Date
/s/ Daniel Roitman, Chief Operating Officer of Greenlight Masters, LLC	07/22/2015
__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) David Einhorn is the president of Greenlight Capital, Inc. ("Greenlight Inc."), the senior manager of DME Advisors GP, LLC ("DME GP") and the Senior Manager of Greenlight Masters, LLC ("Masters LLC"). DME GP is the general partner of DME Advisors, LP ("DME") and DME Capital Management, LP ("DME CM"). Mr. Einhorn may be deemed to beneficially own the securities reported herein by virtue of his positions with respect to Greenlight Inc., DME GP and Masters LLC.
- (2) The foregoing entities control the disposition and voting of common stock (the "Common Stock") of CONSOL Energy Inc. ("Issuer"), owned by the following entities: Greenlight Capital, L.P. ("Greenlight Fund"), Greenlight Capital Qualified, L.P. ("Greenlight Qualified"), Greenlight Capital Offshore Partners ("Greenlight Offshore"), Greenlight Capital (Gold), LP ("Greenlight Gold"), Greenlight Capital Offshore Master (Gold), Ltd. ("Greenlight Gold Offshore"), an account managed by DME (the "Managed Account") and Greenlight Masters Partners ("Greenlight Masters", and, together with Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, the Managed Account, Greenlight Inc., DME GP, Masters LLC, DME, DME CM and Mr. Einhorn, the "Greenlight Parties"), in the respective capacities and quantities further described in the footnotes below.
- (3) Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), the Greenlight Parties disclaim beneficial ownership of the Common Stock except to the extent of their respective pecuniary interests therein. The filing of this Form 4 shall not be construed as an admission that any of the Greenlight Parties is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of the Common Stock owned by Greenlight Fund, Greenlight Qualified, Greenlight Offshore, Greenlight Gold, Greenlight Gold Offshore, the Managed Account or Greenlight Masters.
- (4) Reflects the weighted average price of shares purchased in multiple transactions at prices ranging from \$16.3908 to \$17.2700.
- (5) Represents shares of Common Stock held for the account of Greenlight Fund, for which Greenlight Inc. serves as investment manager.
- (6) Represents shares of Common Stock held for the account of Greenlight Qualified, for which Greenlight Inc. serves as investment manager.
- (7) Represents shares of Common Stock held for the account of Greenlight Offshore, for which Greenlight Inc. serves as investment manager.
- (8) Represents shares of Common Stock held for the account of Greenlight Gold, for which DME CM serves as investment manager.
- (9) Represents shares of Common Stock held for the account of Greenlight Gold Offshore, for which DME CM serves as investment manager.
- (10) Represents shares of Common Stock held for the account of the Managed Account, for which DME serves as investment manager.
- (11) Represents shares of Common Stock held for the account of Greenlight Masters, for which Masters LLC serves as investment manager.
- (12) Reflects the weighted average price of shares purchased in multiple transactions at prices ranging from \$17.3550 to \$17.5550.
- (13) Reflects the weighted average price of shares purchased in multiple transactions at prices ranging from \$17.0400 to \$17.6300.

Remarks:

* The Power of Attorney executed by David Einhorn, authorizing the signatory to sign and file this Schedule 13G on David Einhorn's behalf.

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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