

CONSOL ENERGY INC
Form 5/A
February 11, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LYONS WILLIAM J

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1800 WASHINGTON ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & CFO

PITTSBURGH, PA 15241

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2005

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares	05/28/2004	Â	J	15 ⁽¹⁰⁾	A	\$ 30.39	17,484	D	Â
Common Shares	09/29/2004	Â	J	14 ⁽¹⁰⁾	A	\$ 33.34	17,498	D	Â
Common Shares	11/29/2004	Â	J	11 ⁽¹⁰⁾	A	\$ 43.32	17,509	D	Â
Common Shares - Restricted	05/28/2004	Â	J	59 ⁽¹¹⁾	A	\$ 30.85	17,568	D	Â

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Common Shares - Restricted	09/02/2004	Â	J	55 ⁽¹¹⁾	A	\$ 33.54	17,623	D	Â
Common Shares - Restricted	11/29/2004	Â	J	43 ⁽¹¹⁾	A	\$ 42.59	17,667	D	Â

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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 16	Â	Â	Â	Â	Â	04/29/1999 ⁽¹⁾	04/29/2009	Common Shares	14,000
Stock Options	\$ 18.81	Â	Â	Â	Â	Â	10/25/2000 ⁽²⁾	10/25/2010	Common Shares	33,000
Stock Options	\$ 30.18	Â	Â	Â	Â	Â	03/01/2001 ⁽³⁾	03/01/2002	Common Shares	100
Stock Options	\$ 26.53	Â	Â	Â	Â	Â	10/25/2001 ⁽⁴⁾	10/25/2011	Common Shares	23,000
Stock Options	\$ 13.61	Â	Â	Â	Â	Â	09/10/2002 ⁽⁵⁾	09/10/2012	Common Shares	20,000
Stock Options	\$ 17.2	Â	Â	Â	Â	Â	04/30/2003 ⁽⁶⁾	04/30/2013	Common Shares	25,000
Stock Options	\$ 17.2	Â	Â	Â	Â	Â	04/30/2003 ⁽⁷⁾	04/30/2013	Common Shares	100
Stock Options	\$ 30.78	Â	Â	Â	Â	Â	04/27/2004 ⁽⁸⁾	04/27/2014	Common Shares	20,520
Stock Options	\$ 30.78	Â	Â	Â	Â	Â	04/27/2004 ⁽⁹⁾	04/27/2014	Common Shares	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS WILLIAM J 1800 WASHINGTON ROAD PITTSBURGH, PA 15241	Ã	Ã	Ã Sr. VP & CFO	Ã

Signatures

W. J. Lyons by P. M. Greene, his
attorney-in-fact

02/11/2005

__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) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 29, 2000.
- (2) Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2001.
- (3) Stock Option grant vested 100% on March 1, 2002.
- (4) Original Stock Option grant provided that Stock Options will vest 25% per year beginning October 25, 2002.
- (5) Original Stock Option grant provided that Stock Options will vest 25% per year beginning September 10, 2003.
- (6) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 30, 2004.
- (7) Stock Options will vest 100% on April 30, 2004.
- (8) Original Stock Option grant provided that Stock Options will vest 25% per year beginning April 27, 2005.
- (9) Stock Option grant vests 100% April 27, 2005.
- (10) Shares acquired through dividend reimbursement pursuant to employee investment plan. Transaction not required to be reported on Form 4.
- (11) Dividend reinvestment on restricted shares grant pursuant to employee benefit plan.

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Remarks:

This report also corrects past calculation errors. All transactions reported correctly, total was incorrect.

FORM AMENDED TO ADD FOOTNOTE 11

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.