

LYONS WILLIAM J
Form 4
February 04, 2013

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 *
LYONS WILLIAM J

(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)
01/31/2013

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)
Exec. VP & C.F.O.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common shares, \$0.01 par value per share	01/31/2013		A		12,136 ⁽¹⁾	A	\$ 0
Common shares, \$0.01 par value per share	01/31/2013		F		3,814 ⁽²⁾	D	\$ 31.34
Common shares,					12,119 ⁽⁴⁾	I	By 401 (k) Plan

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- (2) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting and settlement of the performance share units previously reported herein.
- (3) Of the 158,525 shares owned directly, 51,593 are restricted stock units and deferred shares (including dividend equivalent rights).
- (4) This number includes 456 shares acquired by the reporting person's 401 (k) account since January 2, 2013.

- On June 15, 2010, the reporting person was granted an option to purchase up to 97,309 shares of common stock. The option generally vests in four annual installments based on the Issuer's achievement of certain performance criteria for each of the fiscal years ending
- (5) December 31, 2010, 2011, 2012 and 2013. Half of the performance criteria for 2012 were met, resulting in vesting of the option as to 12,163 shares. The total number of options vested since the grant date are 60,817.

Note: File three copies of this Form, one of which must be manually signed. If space 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.