

CONSOL Energy Inc
 Form 4
 February 01, 2017

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 *
 DEIULIIS N 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)
 01/30/2017

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)
 President and CEO

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common shares, \$0.01 par value per share	01/31/2017		G	V	69,526	A	\$ 0 290,020	D	
Common shares, \$0.01 par value per share	06/14/2016		G	V	3,029	D	\$ 0 0	I	By 2014-1 GRAT
Common shares,	03/04/2016		G	V	30,000	D	\$ 0 0	I	By 2015-1 GRAT

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\$0.01 par value per share									
Common shares, \$0.01 par value per share	11/14/2016	G	V	22,919	D	\$ 0	77,081	I	By 2015-3 GRAT
Common shares, \$0.01 par value per share	08/12/2016	G	V	13,578	D	\$ 0	26,494	I	By 2015-2 GRAT
Common shares, \$0.01 par value per share							30,000	I	By 2016-1 GRAT
Common shares, \$0.01 par value per share							1,098	I	By Trust for Daughters ⁽¹⁾
Common shares, \$0.01 par value per share	01/31/2017	A		<u>159,387</u> ⁽²⁾	A	\$ 0	449,407	D	
Common shares, \$0.01 par value per share	01/30/2017	F		<u>14,409</u> ⁽³⁾	D	\$ 18.3	434,998	D	
Common shares, \$0.01 par value per share	01/31/2017	F		6,121 ⁽³⁾	D	\$ 16.94	428,877	D	
Common shares, \$0.01 par value per share	01/31/2017	A		<u>166,244</u> ⁽⁴⁾	A	\$ 0	595,121	D	
Common shares, \$0.01 par	01/31/2017	F		<u>76,506</u> ⁽⁵⁾	D	\$ 16.94	518,615	D	

value per share

Common shares, \$0.01 par value per share
 01/31/2017 A 60,142⁽⁶⁾ A \$ 0 578,757 D

Common shares, \$0.01 par value per share
 01/31/2017 F 27,678⁽⁵⁾ D \$ 16.94 551,079⁽⁷⁾ D

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 (Instr. 5)
						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
DEIULIIS N J 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	X		President and CEO	

Signatures

Nicholas J. DeIuliis by Gregory V. Guinto, his
attorney-in-fact

02/01/2017

__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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (2) Grant of restricted stock units, which vest annually in equal installments over a period of three years, under the Company's Equity Incentive Plan.
- (3) Represents shares withheld to satisfy the reporting person's tax liability resulting from the vesting of restricted stock units previously granted to him.
- (4) Represents the vesting and settlement of performance share units previously granted to the reporting person under the 2016 Long Term Incentive Program for the 2016 tranche performance period.
- (5) 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.
- (6) Represents the vesting and settlement of performance share units previously granted to the reporting person under the Long Term Incentive Program for the 2014-2016 performance period.
- (7) Of the 551,079 shares held directly, 190,694 are restricted stock units (including dividend equivalent rights).

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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