

SMITH RONALD E
Form 4
April 26, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SMITH RONALD E

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)
1800 WASHINGTON ROAD

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2006

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

SEE REMARKS

(Street)
PITTSBURGH, PA 15241

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares, \$0.01 par value per share	04/06/2006		G ⁽¹⁾	V 3,246 D \$ 0	29,299	D	
Common Shares, \$0.01 par value per share	04/06/2006		G ⁽¹⁾	V 3,246 A \$ 0	3,246 ⁽²⁾	I	By spouse
Common Shares,	04/24/2006		M	18,000 A \$ 18.81	47,299	D	

\$0.01 par value per share

Common Shares, \$0.01 par value per share

04/24/2006 S 18,000 D \$ 87.45 29,299 ⁽³⁾ D

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

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SEC 1474 (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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 18.81	04/24/2006		M	18,000	⁽⁴⁾ 10/25/2010	Common Shares, \$0.01 par value per share	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RONALD E 1800 WASHINGTON ROAD PITTSBURGH, PA 15241			SEE REMARKS	

Signatures

/s/ Ronald Smith by Paige M. Greene, his attorney-in-fact

04/26/2006

__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) This gift transaction is a Form 5 event, and is voluntarily being reported earlier than is required by the SEC, and is not subject to the two business day filing requirement.
- (2) The reporting person disclaims beneficial ownership of these shares, and the inclusion of such shares shall not be an admission that the reporting person is the beneficial owner for purposes of Section 16 under the Exchange Act.
- (3) Of the 29,299 shares owned directly, 18,239 are restricted stock units including dividend equivalent rights.
- (4) Stock option grant provides that options vest 25% per year over four consecutive years beginning on October 25, 2001.

Remarks:

Executive Vice President of CONSOL Energy Inc. until assumed position as Chief Operating Officer of CNX Gas Corporation

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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