

CONSOL Energy Inc  
Form 8-A12B/A  
October 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(B) OR (G) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**CONSOL Energy Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**CNX Center**

**51-0337383**  
(I.R.S. Employer Identification no.)

**15317**

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1000 CONSOL Energy Drive

Canonsburg, Pennsylvania  
(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

to be so registered

Name of each exchange on which  
each class is to be registered

Preferred Share Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

Securities Act registration statement file number to which this form relates: None

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(g) of the Act: None

This Form 8-A/A (Amendment No. 2) is filed to amend the information set forth in the Registration Statement on Form 8-A (the Form 8-A ) filed by CONSOL Energy Inc., a Delaware corporation (the Company ) on December 22, 2003, as amended by Form

8-A/A filed by the Company on February 26, 2004.

**Item 1. Description of Registrant's Securities to be Registered.**

On October 26, 2009, the Company entered into Amendment No. 1 to Rights Agreement (the Amendment ) to amend that certain Rights Agreement, dated as of December 22, 2003 (the Rights Agreement ), between the Company and National City Bank, successor Rights Agent under the Rights Agreement to Equiserve Trust Company, N.A. The Amendment removes the requirement previously set forth in Section 27 of the Rights Agreement that the Rights Agent have a principal office in New York or Pennsylvania in order to effectuate Computershare acting as the successor Rights Agent.

**Item 2. Exhibits.**

Exhibit 4.1 Amendment No. 1 to Rights Agreement, dated as of October 26, 2009, between CONSOL Energy Inc. and National City Bank.

**SIGNATURES**

Pursuant to the requirements of the Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to registration statement to be signed on its behalf by the undersigned hereunto duly authorized.

**CONSOL ENERGY INC.**

By: /s/ P. Jerome Richey  
P. Jerome Richey  
Executive Vice President Corporate Affairs, Chief  
Legal Officer & Secretary

Dated: October 28, 2009

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 4.1	Amendment No. 1 to Rights Agreement, dated as of October 26, 2009 between CONSOL Energy Inc. and National City Bank.