

CONSOLIDATED EDISON INC

Form 4

January 26, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 \*  
**MCTIERNAN CHARLES E JR**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CONSOLIDATED EDISON INC**  
**[ED]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**CONSOLIDATED EDISON, INC.**  
**C/O SECRETARY, 4 IRVING**  
**PLACE; ROOM 1618-S**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/24/2005**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
General Counsel

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**NEW YORK, NY 10003**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       | 01/24/2005                              |                                                             | M                                       | 750                                                                 | A                                                                                                                  | 846.7147                                                             | D                                                                 |
| Common<br>Stock                       | 01/24/2005                              |                                                             | J <sup>(8)</sup>                        | 750                                                                 | D                                                                                                                  | \$<br>43.72                                                          | 96.7147 D                                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 13.184                                                               | I TRASOP                                                          |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3)             | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Am<br>Underlying Secu<br>(Instr. 3 and 4) |                    |                 |             |
|-----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------|--------------------|-----------------|-------------|
|                                                                 |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                | Date<br>Exercisable                                    | Expiration<br>Date | Title           | A<br>N<br>S |
| EIP Stock <u>(1)</u>                                            | <u>(2)</u>                                                            | 01/24/2005                              |                                                             | A                                       |                                                                                                        | 948.695                                                        |                    | 01/24/2010                                             | 01/25/2010         | Common<br>Stock | 9           |
| Performance<br>Based<br>Restricted<br>Stock Units<br><u>(4)</u> | <u>(5)</u>                                                            | 01/24/2005                              |                                                             | A                                       | V                                                                                                      | 2,000                                                          |                    | 01/24/2008                                             | 01/25/2008         | Common<br>Stock |             |
| Performance<br>Based<br>Restricted<br>Stock Units               | <u>(5)</u>                                                            | 01/24/2005                              |                                                             | M                                       |                                                                                                        |                                                                | <u>750<br/>(7)</u> | 01/24/2005                                             | 01/25/2005         | Common<br>Stock |             |
| Stock Option<br>(Right to<br>Buy)                               | \$ 43.72                                                              | 01/24/2005                              |                                                             | A                                       |                                                                                                        | 16,000                                                         |                    | 01/24/2008                                             | 01/24/2015         | Common<br>Stock |             |

## Reporting Owners

| Reporting Owner Name / Address                                                                                         | Relationships |           |                    |       |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                                                        | Director      | 10% Owner | Officer            | Other |
| MCTIERNAN CHARLES E JR<br>CONSOLIDATED EDISON, INC. C/O SECRETARY<br>4 IRVING PLACE; ROOM 1618-S<br>NEW YORK, NY 10003 |               |           | General<br>Counsel |       |

## Signatures

Peter J. Barrett;  
Attorney-in-Fact

01/26/2005

          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) Represents one-third of award under Consolidated Edison Company of New York, Inc.'s Executive Incentive Plan, which was deferred for five years as equivalent stock units.
- (2) Equivalent stock units are converted into common stock on a 1- for -1 basis.
- (3) Not Applicable
- (4) Performance Based Restricted Stock Units ("PBRS") granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.
- (5) PBRS (phantom stock) are converted into common stock on a 1 for 1 basis.
- (6) The number of shares (or cash equivalents) will change based on certain performance criteria, including criteria other than the market price, specified under the Consolidated Edison, Inc. Long Term Incentive Plan.
- (7) The amount of shares changed based on certain performance criteria, other than market price, under the Consolidated Edison, Inc. Long Term Incentive Plan.
- (8) PBRS units were converted into cash.

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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