#### CONSOLIDATED EDISON INC

Form 4

August 10, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCMAHON JOHN D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CONSOLIDATED EDISON INC

(Check all applicable)

[ED]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

(Month/Day/Year)

08/09/2010

X\_ Officer (give title below) **Executive Vice President** 

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(Street)

PLACE; ROOM 1618-S

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10003

(City)	(State)	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. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Common Stock	08/09/2010		Code V M	Amount 50,000	(D)	Price \$ 42.51	85,026.36	D		
Common Stock	08/09/2010		S	50,000	D	\$ 48.04 (1)	35,026.36	D		
Common Stock							597.08	I	By THRIFT PLAN	
Common Stock							2,186.47	I	Tax Reduction	

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Act Stock Ownership Plan (TRASOP)

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Restricted Stock Units (Phantom Stock)	\$ 42.51	08/09/2010		M	50,000	04/18/2005	04/18/2012	Common Stock	50,0

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCMAHON JOHN D CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

Executive Vice President

### **Signatures**

Peter J. Barrett; Attorney-in-Fact 08/10/2010

\*\*Signature of Reporting Person Date

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### **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).
  - Represents the weighted average sale price of the shares of Consolidated Edison, Inc. (the "Company") common stock sold by Mr. McMahon. The shares were sold in multiple transactions at prices ranging from \$48.00 to \$48.12, inclusive. The reporting person will
- (1) provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the numbers of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

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.