Edgar Filing: CONSOLIDATED EDISON INC - Form 4

| CONSOLII Form 4 January 19 | DATED EDISO | DN INC | g. c c | | | | | | | | | |
|--|--|----------|---|---|---------------------------------|-------------------------------------|-----------------------|--|--|---|--|--|
| | ЛЛ | | | | | | | | | APPROVAL | | |
| FOR | UNITE | D STATES | S SECURITIES AND EXCHANGE C Washington, D.C. 20549 | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check t if no lo | this box | | | 0 | | Expires: | January 31, 2005 | | | | | |
| subject Section Form 4 | to SIAI | | | SECU | NERSHIP OF | Estimated burden ho response. | d average ours per | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 | e Responses) | | | | | | | | | | | |
| MCMAHON JOHN D Symbol | | | | | nd Ticker or ' | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | [ED] | | | | | (Chee | k an applicat | nc) | | |
| (Month/ | | | | Date of Earliest Transaction Month/Day/Year) | | | | Director 10% Owner X Officer (give title Other (specify below) below) | | | | |
| C/O SECR | IDATED EDIS(RETARY, 4 IRV ROOM 1618-S | | 01/17/2 | 007 | | | | Preside | ent & CEO, C |)&R | | |
| Filed(M | | | | . If Amendment, Date Original iled(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 | | | | |
| NEW YOR | RK, NY 10003 | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tabl | le I - Non | -Derivative S | Securi | ties Acqu | uired, Disposed of | , or Benefici | ally Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | | Date, if ay/Year) | | onor Disposed (Instr. 3, 4 a | 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 | 01/17/2007 | | | М | 2,501.67 | A | <u>(1)</u> | 37,522.72 | D | | | |
| Common Stock | 01/17/2007 | | | D <u>(2)</u> | 2,501.67 | D | \$ 47.53 | 35,021.05 | D | | | |
| Common Stock | | | | | | | | 1,813.61 | I | Tax Reduction Act Stock Ownership Plan (TRASOP) | | |

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| Common | | | Ву |
|--------|---------|---|--------|
| | 494.93 | I | THRIFT |
| Stock | 17 1170 | - | |
| | | | PLAN |

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 required to respond unless the form displays a currently valid OMB control number.

| 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. Transactio Code (Instr. 8) | 5. Number orDerivative Acquired Disposed (Instr. 3, 4 | e Securities (A) or of (D) | or (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and |
|--|---|---|---|--|---|----------------------------------|---------------------|--------------------|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Based Restriced Stock Units (Phantom Stock) | <u>(4)</u> | 01/17/2007 | | А | 14,000 | | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Performance Based Restriced Stock Units (Phantom Stock) | <u>(4)</u> | 01/17/2007 | | М | | 2,501.67 | 01/17/2007 | 01/17/2007 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|--|------------|---------------|-----------|----------------------|-------|--|--|--|
| F | | | 10% Owner | Officer | Other | | | |
| MCMAHON JOHN D CONSOLIDATED EDISON, INC. C/O 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003 | SECRETARY | | | President & CEO, O&R | | | | |
| Signatures | | | | | | | | |
| Peter J. Barrett; Attorney-in-Fact | 01/19/2007 | | | | | | | |

Date

**Signature of Reporting Person

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) Not Applicable.
- (2) Performance Based Restricted Stock Units (phantom stock) ("PBRS") cash-out pursuant to the terms of the Consolidated Edison, Inc.(the "Company") Long Term Incentive Plan (the "Plan").
- (3) PBRS granted under the Company's Plan. The PBRS will vest in 2010 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (4) PBRS are converted into common stock on a 1 for 1 basis.
- (5) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, specified under the Company's Plan.
- (6) The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than the market price, specified under the Company's Plan.

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.