

MCGRATH EUGENE R  
Form 4  
December 14, 2009

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

OMB APPROVAL  
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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 \*  
MCGRATH EUGENE R

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2009

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

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

(Street)

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

NEW YORK, NY 10003

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 12/10/2009                           |  | S                              |   | 25,000  | D  |  |
|                                 |                                      |  |                                |   | \$ 44.39  |  | 171,344.08                                 |
| Common Stock                    | 12/10/2009                           |  | M                              |   | 100,000   | A  |  |
|                                 |                                      |  |                                |   | \$ 42.51  |  | 271,344.08                                 |
| Common Stock                    | 12/10/2009                           |  | S                              |   | 100,000   | D  |  |
|                                 |                                      |  |                                |   | \$ 44.51  |  | 171,606.82                                 |
|                                 |                                      |  |                                |   | (1)   |  | (2)  |
| Common Stock                    |                                      |  |                                |   |   | I  | Tax Reduction                              |
|                                 |                                      |  |                                |   |   |  | 9,851.38                                   |



## 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 the average sale price of the shares of Consolidated Edison, Inc. (the "Company") common stock sold by Mr. McGrath. The share price range was \$44.51 to \$44.52.
- (2) Includes 135.74 and 127 Deferred Stock Units ("DSUs") acquired on June 15, 2009 and September 15, 2009, respectively, pursuant to the Company's Long Term Incentive Plan's dividend reinvestment provision.

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.