

CONSOLIDATED EDISON INC

Form 4

November 09, 2011

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 *
BURKE KEVIN

(Last) (First) (Middle)

CONSOLIDATED EDISON, INC., 4 IRVING PLACE; ROOM 1618-S

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V	Amount or Price		
Common Stock	11/08/2011		M		59,000 A \$ 43.63	D	
Common Stock	11/08/2011		M		100,000 A \$ 46.88	D	
Common Stock	11/08/2011		S		159,000 D \$ 59.16 (1)	D	
Common Stock	11/09/2011		M		180,000 A \$ 46.88	D	

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Common Stock	11/09/2011	S	180,000	D	\$ 58.57 (2)	171,785.26	D	
Common Stock						7,359.68	I	Tax Reduction 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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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Employee Stock Options (Right to Buy)	\$ 43.63	11/08/2011		M	59,000	02/12/2007 02/12/2014	Common Stock	59,000	
Employee Stock Option (Right to Buy)	\$ 46.88	11/08/2011		M	100,000	01/19/2009 01/19/2016	Common Stock	100,000	
Employee Stock Options (Right to Buy)	\$ 46.88	11/09/2011		M	180,000	01/19/2009 01/19/2016	Common Stock	180,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BURKE KEVIN
CONSOLIDATED EDISON, INC.
4 IRVING PLACE; ROOM 1618-S
NEW YORK, NY 10003

X

Chairman, President & CEO

Signatures

Carole Sobin;
Attorney-in-Fact

11/09/2011

__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 the weighted average sale price of the shares of Consolidated Edison, Inc. (the "Company") common stock sold by Mr. Burke. The shares were sold in multiple transactions at price ranging from \$59.10 to \$59.32, inclusive. The reporting person will 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.

(2) Represents the weighted average sale price of the shares of Company common stock sold by Mr. Burke. The shares were sold in multiple transactions at price ranging from \$58.11 to \$59.12, inclusive. The reporting person will 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 (2) 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.

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