

CENTRAL HUDSON GAS & ELECTRIC CORP  
Form 424B5  
March 28, 2012

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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-163248  
March 27, 2012

Pricing Supplement No. 3, Dated March 27, 2012  
(to Prospectus dated March 16, 2010, as supplemented by Prospectus Supplement dated March 16, 2010)

Central Hudson Gas & Electric Corporation  
Medium-Term Notes, Series G  
\$48,000,000 4.776% due April 1, 2042

Notes: 4.776% due April 1, 2042  
Issue Price: 100%  
Settlement Date (Original Issue Date): March 30, 2012  
Maturity Date (Stated Maturity): April 1, 2042  
Type of Note:  Fixed Rate Note  
 Zero Coupon Note  
Form:  Book-Entry  
 Definitive Certificates  
Authorized Denominations: \$1,000 and integral multiples thereof  
CUSIP No.: 15361GBB0  
Interest Rate: 4.776% per annum  
Interest Payment Dates: April 1 and October 1, and at maturity  
Record Dates: March 15 and September 15  
Initial Interest Payment Date: October 1, 2012  
Redemption Terms (at option of the Issuer):  Not redeemable prior to Stated Maturity  
 Redeemable in accordance with the following terms:

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Repayment Terms (at option of the holder):	<p style="text-align: center;"><input checked="" type="checkbox"/> Not repayable prior to Stated Maturity</p> <p style="text-align: center;"><input type="checkbox"/> Repayable in accordance with the following terms:</p>
Sinking Fund Provisions:	<p style="text-align: center;"><input checked="" type="checkbox"/> None</p> <p style="text-align: center;"><input type="checkbox"/> Applicable in accordance with the following terms:</p>
Agents and Principal Amounts Placed:	<p>J.P. Morgan Securities LLC \$16,000,000</p> <p>KeyBanc Capital Markets Inc. \$16,000,000</p> <p>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated \$16,000,000</p>
Agents' Capacity:	<p><input checked="" type="checkbox"/> As Agents</p> <p>J.P. Morgan Securities LLC KeyBanc Capital Markets Inc. Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</p> <p><input type="checkbox"/> As Principal</p>
Issue Price:	<p>The Notes are being offered at the Issue Price set forth above.</p>
Agents' Commission (based on principal amounts placed):	<p>J.P. Morgan Securities LLC \$120,000</p> <p>KeyBanc Capital Markets Inc. \$120,000</p> <p>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated \$120,000</p>
Net Proceeds to Issuer (before expenses):	<p>\$47,640,000</p>
Use of Proceeds:	<p>The net proceeds of the sale of the Notes will be used by the Issuer to (1) repay at maturity its 6.64% Series D Medium Term Notes due March 28, 2012, of which \$36 million is currently outstanding and (2) redeem its (a) Cumulative Preferred Stock, Series D, with an aggregate redemption price of approximately \$6 million, and (b) 4.96% Cumulative Preferred Stock, Series E, with an aggregate redemption price of approximately \$6 million.</p>
Additional Terms:	<p>The Issuer may, without notice to or consent of the holders of the Notes, "reopen" this tranche of Notes at any time by creating and issuing additional Notes ranking equally with the Notes offered hereby and otherwise identical in all respects to the Notes offered hereby (except for the issue price, the date from which interest first accrues and the first interest payment date). Such additional Notes will form a single tranche with the Notes offered hereby provided such additional Notes are fungible with the Notes offered hereby for U.S. federal income tax purposes.</p>

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAVE ANY OF THESE ORGANIZATIONS DETERMINED THAT THIS PRICING SUPPLEMENT OR THE APPLICABLE PROSPECTUS SUPPLEMENT OR PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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