

O'Brien James P  
 Form 3  
 May 09, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â O'Brien James P</p> <p>(Last) (First) (Middle)</p> <p>CONSOLIDATED EDISON, INC., Â 4 IRVING PLACE, ROOM 1618-S</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10009</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONSOLIDATED EDISON INC [ED]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Vice President &amp; Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	423.97	D	Â
Common Stock	107.81	I	By Tax Reduction Act Stock Ownership Plan (TRASOP)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Executive Incentive Plan Stock	01/02/2009	01/02/2009	Common Stock	624.4	\$ <sup>(1)</sup>	D	Â
Executive Incentive Plan Stock	01/02/2010	01/02/2010	Common Stock	585.62	\$ <sup>(1)</sup>	D	Â
Employee Stock Option (Right to Buy)	01/20/2008	01/20/2015	Common Stock	8,000	\$ 43.72	D	Â
Employee Stock Option (Right to Buy)	01/19/2009	01/19/2016	Common Stock	8,000	\$ 46.88	D	Â
Performance Restricted Stock Units <sup>(2)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	1,000 <sup>(4)</sup>	\$ <sup>(5)</sup>	D	Â
Performance Restricted Stock Units <sup>(2)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	2,200 <sup>(4)</sup>	\$ <sup>(5)</sup>	D	Â
Performance Restricted Stock Units <sup>(2)</sup>	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	3,500 <sup>(4)</sup>	\$ <sup>(5)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien James P CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10009	Â	Â	Â Vice President & Treasurer	Â

## Signatures

Peter J. Barrett;  
Attorney-in-Fact

05/09/2008

<sup>(1)</sup>Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Equivalent Stock units (phantom stock) are converted into common stock on a 1-for-1 basis.
- (2) Performance Restricted Stock Units ("PRSUs") granted under the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). PRSUs are converted into common stock on a 1 for 1 basis.
- (3) The PRSUs will vest in 2009 when the number of PRSUs to be paid out are determined by the Management Development and Compensation Committee (the "Committee") of the Company's Board of Directors.

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- (4) 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.
- (5) Not Applicable
- (6) The PRSUs will vest in 2010 when the number of PRSUs to be paid out are determined by the Committee.
- (7) The PRSUs will vest in 2011 when the number of PRSUs to be paid out are determined by the Committee.

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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