

CONSOLIDATED EDISON INC

Form 4

February 19, 2016

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ivey Craig S

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)  
CONSOLIDATED EDISON  
COMPANY OF NY, INC., 4  
IRVING PLACE, ROOM 1450-S  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President (CECONY)

NEW YORK, NY 10003

4. If Amendment, Date Original  
Filed(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  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/17/2016                              |                                                             | M                                       | 34,353 A                                                                | 73,226.44                                                                                                          | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/17/2016                              |                                                             | D                                       | 34,353 D                                                                | \$<br>70.97                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 943.16                                                                                                             | I                                                                       | By<br>THRIFT<br>PLAN                                              |

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4) |                 |              |
|----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------|-----------------|--------------|
|                                                    |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                  | Expiration Date | Title        |
| Performance Units (Phantom Stock)                  | (2)                                                    | 02/17/2016                           |                                                    | A                              |                                                                                         | 32,200                                                   |     | (3)                                               | (3)             | Common Stock |
| Performance Restricted Stock Units (Phantom Stock) | (2)                                                    | 02/17/2016                           |                                                    | M                              |                                                                                         | 34,353                                                   |     | 02/17/2016                                        | 02/17/2016      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                       |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer               | Other |
| Ivey Craig S<br>CONSOLIDATED EDISON COMPANY OF NY, INC.<br>4 IRVING PLACE, ROOM 1450-S<br>NEW YORK, NY 10003 |               |           | President<br>(CECONY) |       |

## Signatures

Jeanmarie Schieler;  
Attorney-in-Fact

02/19/2016

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) Not applicable.

(2) Each Performance Unit and Performance Restricted Stock Unit is the economic equivalent of one share of Consolidated Edison, Inc. (the "Company") common stock.

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- (3) Performance Units granted under the Company's Long Term Incentive Plan ("LTIP"), will vest in 2019 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (4) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.
- (5) The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.

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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