

CONSOLIDATED EDISON INC
 Form 3
 December 01, 2016

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)

1. Name and Address of Reporting Person * Â Noyes Mark (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2016	3. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO, CEE, CED, CES	5. If Amendment, Date Original Filed(Month/Day/Year)
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CONSOLIDATED EDISON, INC. C/O SECRETARY, Â 4 IRVING PLACE, ROOM 1450-S
 (Street)

NEW YORK, Â NY Â 10003
 (City) (State) (Zip)

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 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	0	D	Â
Common Stock	15.64	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	
Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,217 ⁽³⁾ \$ ⁽⁴⁾	D Â
Performance Restricted Stock Units (Phantom Stock) ⁽¹⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,170 ⁽³⁾ \$ ⁽⁴⁾	D Â
Performance Restricted Stock Units (Phantom Stock) ⁽⁶⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	6,000 ⁽⁸⁾ \$ ⁽⁴⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noyes Mark CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 1450-S NEW YORK, NY 10003	Â	Â	Â President & CEO, CEE, CED, CES	Â

Signatures

Vanessa Franklin;
Attorney-in-Fact

12/01/2016

^(u)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).

- Performance Restricted Stock Unit ("PRSU") granted under the Con Edison Competitive Energy Businesses Long-Term Incentive Award
- (1) Plan ("CEB LTIP"). Each PRSU is the economic equivalent of one share of Consolidated Edison, Inc. ("Company") common stock. The reporting person may only settle his PRSUs for cash.
 - (2) The PRSUs, granted in 2014, will vest in 2017 when they are determined and awarded by the Board of Competitive Shared Services, Inc.
 - (3) 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 CEB LTIP.
 - (4) Not applicable.
 - (5) The PRSUs, granted in 2015, will vest in 2018 when they are determined and awarded by the Board of Competitive Shared Services, Inc.
 - (6) PRSU granted under the Company Long Term Incentive Plan ("CEI LTIP"). Each PRSU is the economic equivalent of one share of Company common stock.

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- (7) The PRSUs, granted in 2016, will vest in 2019 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (8) 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 CEI LTIP.

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.