CONSOLIDATED EDISON INC

Form 4

November 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BURKE KEVIN	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, INC., 4 IRVING PLACE; ROOM 1618-S	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO		
(Street) 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) Tal	ole I - Non-	Derivative	Securi	ities Acqu	ired, Disposed o	f, or Benefici	ally 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. Securitie our Dispose (Instr. 3, 4	d of (L))	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 Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Ilisti. 3 aliu 4)		
Common Stock	11/08/2011		M	59,000	A	\$ 43.63	230,785.26	D	
Common Stock	11/08/2011		M	100,000	A	\$ 46.88	330,785.26	D	
Common Stock	11/08/2011		S	159,000	D	\$ 59.16 (1)	171,785.26	D	
Common Stock	11/09/2011		M	180,000	A	\$ 46.88	351,785.26	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	Ī	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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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 on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Options (Right to Buy)	\$ 43.63	11/08/2011		M		59,000	02/12/2007	02/12/2014	Common Stock	59,00
Employee Stock Option (Right to Buy)	\$ 46.88	11/08/2011		M		100,000	01/19/2009	01/19/2016	Common Stock	100,0
Employee Stock Options (Right to Buy)	\$ 46.88	11/09/2011		M		180,000	01/19/2009	01/19/2016	Common Stock	180,0

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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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).
- 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.
- 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. 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.

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