

CONSOLIDATED EDISON INC  
Form 8-K  
November 24, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 20, 2008**

**Consolidated Edison, Inc.**

(Exact name of registrant as specified in its charter)

**New York**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-14514**  
**(Commission File Number)**

**13-3965100**  
**(IRS Employer**  
  
**Identification No.)**

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**4 Irving Place, New York, New York**  
(Address of principal executive offices)

**10003**  
(Zip Code)

**Registrant's telephone number, including area code**

**(212) 460-4600**

# **Consolidated Edison Company of New York, Inc.**

(Exact name of registrant as specified in its charter)

**New York**  
(State or Other Jurisdiction)

**1-1217**  
(Commission File Number)

**13-5009340**  
(IRS Employer

of Incorporation)

Identification No.)

**4 Irving Place, New York, New York**  
(Address of principal executive offices)

**10003**  
(Zip Code)

**Registrant's telephone number, including area code**

**(212) 460-4600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 20, 2008, the Board of Directors of Consolidated Edison, Inc. and the Board of Trustees of Consolidated Edison Company of New York, Inc. (Con Edison of New York) elected Mr. John F. Hennessy III as a member of the Boards and of the Operations Oversight Committees of the Boards. Mr. Hennessy is a principal in the firm of Hennessy & Williamson and the former Chairman of the Board and Chief Executive Officer of the Syska Hennessy Group.

**ITEM 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

On November 20, 2008, Con Edison of New York's Board of Trustees amended Section 8 of Con Edison of New York's By-Laws to increase the number of Trustees comprising the Board of Trustees to thirteen from twelve effective November 20, 2008.

**ITEM 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 3.1 Con Edison of New York By-Law Amendment.

Exhibit 3.2 By-laws of Con Edison of New York, effective November 20, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By     /s/ Carole Sobin  
       Carole Sobin  
       Secretary

Date: November 24, 2008