

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Ketschke Matthew</u>  (Last) (First) (Middle) CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, ROOM 16-205  (Street) NEW YORK NY 10003  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONSOLIDATED EDISON INC [ ED ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>President CECONY</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	(A) or (D)	Price				
Common Stock								1,561.617 <sup>(1)</sup>	D		
Common Stock	03/31/2022		M		25		A	(2)	1,017.35	I	By Spouse
Common Stock	03/31/2022		D		25		D	\$94.68	992.35	I	By Spouse

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units (Phantom Stock)	(2)	03/31/2022		M		25		03/31/2022	03/31/2022	Common Stock	25 <sup>(3)</sup>	(2)	0	I	By Spouse
Performance Restricted Stock Units (Phantom Stock)	(4)	04/01/2022		A		200		(5)	(5)	Common Stock	200 <sup>(6)</sup>	(7)	200 <sup>(6)</sup>	I	By Spouse

**Explanation of Responses:**

- Total includes 2.481 Deferred Stock Units ("DSUs") acquired on March 15, 2022 pursuant to the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan's dividend reinvestment provision. Each DSU represents one share of the Company's common stock.
- Each Performance Restricted Stock Unit ("PRSU") is the economic equivalent of one share of Company common stock. The reporting person's spouse settled all of her PRSUs for cash.
- 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 Company's Long Term Incentive Plan ("LTIP").
- PRSUs granted under the LTIP. Each PRSU is the economic equivalent of one share of Company common stock.
- PRSUs will vest in 2025 when they are determined and awarded by the Company.
- 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.
- Not applicable.

**Remarks:**

Vanessa M. Franklin; Attorney- 04/01/2022  
in-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**