

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

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

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

1. Name and Address of Reporting Person* <u>MCMAHON JOHN D</u>  (Last) (First) (Middle) <u>CONSOLIDATED EDISON, INC. C/O SECRETARY</u> <u>4 IRVING PLACE; ROOM 1618-S</u>  (Street) <u>NEW YORK NY 10003</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; CEO, O&amp;R</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	01/09/2004		M		833.933	A	(1)	70,851.5809	D	
Common Stock	01/09/2004		J(2)		833.933	D	\$43.03	70,017.6479	D	

**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	Amount or Number of Shares				
EIP Stock	(3)	01/09/2004		M		833.933		01/09/2004	01/27/2004	Common Stock	833.933	\$43.03	0	D	
EIP Stock	(4)							01/20/2005	01/21/2005	Common Stock	75.527		1,419.01	D	
EIP Stock	(4)							01/18/2006	01/19/2006	Common Stock	118.915		2,234.193	D	
EIP Stock	(4)							01/01/2007	01/02/2007	Common Stock	132.53		2,489.977	D	
EIP Stock	(4)							01/01/2008	01/02/2008	Common Stock	108.795		2,044.071	D	

**Explanation of Responses:**

- Equivalent stock units (phantom stock) acquired on various dates between January 1, 1999 and December 31, 2003 pursuant to registrant's Executive Incentive Plan (EIP) at prices ranging from \$28.31 to \$51.81.
- Equivalent stock units (phantom stock) cashed out pursuant to terms of registrant's Executive Incentive Plan (EIP).
- Equivalent stock units are converted on a 1 for 1 basis.
- Equivalent stock units (phantom stock) acquired, through the dividend reinvestment feature of the Executive Incentive Plan, on various dates between January 1 and December 31, 2003 at prices ranging from \$38.30 to \$42.96.

**Remarks:**

Saddie L. Smith; Attorney-in-Fact 01/12/2004

\*\* 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.

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