FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Expires: December 31, 2014

Estimated average burden hours per response: 0.5

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

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

1. Name and Address of Reporting Person* LIKINS DR PETER W						2. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	<u> </u>					3. Date of Earliest Transaction (Month/Day/Year) 05/20/2003								_	X Dire Offici belo	er (give title		Owner er (specify w)	
(Street) (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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. Transa Date (Month/D.						ar) i	Executio if any	A. Deemed Execution Date, fany Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			Secur Benef Owne	icially d Following	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Ownership	
									Code	v	Amount	()	A) or O)	Price		ted action(s) 3 and 4)		(Instr. 4)	
Common Stock 05/20/						/2003			A		1,300)	A 40.		3 1	.8,088	D ⁽¹⁾		
	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. Deeme Execution if any (Month/Day	Date,	Code (Inst		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)		Date Exercisal		Expiration Date	Title	Amo or Num of Share	ber					

Explanation of Responses:

1. Deferred Stock Units granted pursuant to Consolidated Edison's Long Term Incentive Plan

Peter W. Likins* 05/22/2003

* by /s/ James J. Dixon;

05/22/2003

Attorney-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.