

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>MCMAHON JOHN D</u></p> <p>(Last) (First) (Middle)</p> <p><u>CONSOLIDATED EDISON, INC. C/O SECRETARY</u> <u>4 IRVING PLACE; ROOM 1618-S</u></p> <p>(Street)</p> <p><u>NEW YORK NY 10003</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>CONSOLIDATED EDISON INC [ ED ]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>01/24/2005</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><b>President &amp; CEO, O&amp;R</b></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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	01/24/2005		M		1,496.78	A	(1)	56,703.396	D	
Common Stock	01/24/2005		J(2)		1,496.78	D	\$43.495	55,206.616	D	
Common Stock								1,646.9922	I	TRASOP
Common Stock								448.901	I	THRIFT PLAN

**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)	01/24/2005		M		1,496.78		01/24/2005	01/25/2005	Common Stock	1,496.78	(1)	0	D	
EIP Stock	(3)							01/18/2006	01/19/2006	Common Stock	122.448(4)		2,356.641	D	
EIP Stock	(3)							01/01/2007	01/02/2007	Common Stock	136.465(4)		2,626.442	D	
EIP Stock	(3)							01/01/2008	01/02/2008	Common Stock	112.028(4)		2,156.099	D	
Performance Based Restricted Stock Units(5)	(6)	01/24/2005		A	V	5,000		01/24/2008	01/25/2008	Common Stock	5,000	(1)	5,000(7)	D	
Stock Option (Right to Buy)	\$43.72	01/24/2005		A		40,000		01/24/2008	01/24/2015	Common Stock	40,000	\$43.72	40,000	D	

**Explanation of Responses:**

- Not Applicable.
- Equivalent stock units (phantom stock) cash out pursuant to the terms of the Consolidated Edison Company of New York, Inc. Executive Incentive Plan.
- Equivalent stock units are converted into common stock on a 1- for -1 basis.
- Equivalent stock units acquired, through the dividend reinvestment feature of the Executive Incentive Plan, on various dates between January 1 through December 31, 2004 at prices ranging from \$38.9950 to \$44.4400.
- Performance Based Restricted Stock Units ("PBRS") granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.
- PBRS (phantom stock) are converted into common stock on a 1 for 1 basis.
- The number of shares (or cash equivalents) will change based on certain performance criteria, including criteria other than the market price, specified under the Consolidated Edison, Inc. Long Term Incentive Plan.

**Remarks:**

Peter J. Barrett; Attorney-in-Fact 01/24/2005

\*\* 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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