FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

0	MB	APPROVAL	
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#### 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*  BURKE KEVIN  (Last) (First) (Middle)  CONSOLIDATED EDISON, INC.  4 IRVING PLACE; ROOM 1618-S  (Street)  NEW YORK NY 10003				3.0	. Date 2/15/2	of Earlies 2012	OATEI	er or Trading Symbol D EDISON INC [ ED ]  action (Month/Day/Year)  Original Filed (Month/Day/Year)					S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner     X Officer (give title Other (specify below)     Chairman, President & CEO      6. Individual or Joint/Group Filing (Check Applicable Lix Form filed by One Reporting Person					vner	
(City)	(St	ate)	(Zip)											Form filed by More than One Reporting Pe					
1. Title of Security (Instr. 3)				2. Trans	2. Transaction Date		Securities Acc 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4		posed of, or Benefici  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			Ť	5. Amount of Securities Beneficially (		6. Owne Form: D (D) or In (I) (Instr.	irect II direct E	. Nature of Indirect eneficial
						(Monumbay/rear)		Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(-) (		(Instr. 4)	
Common Stock				02/15/2012		02/21/2012		M		156,403	A	(	1)	328,188.26		D			
Common Stock			02/15/2012		02/21/2012		D		78,201.5 <sup>(2</sup>	2) <b>D</b>	\$57	7.97	249,986.76		Г				
Common Stock													7,42		71		Tax Reduction Act Stock Ownership Plan (TRASOP)		
			Table II								osed of, convertib				ned				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/Year)	Date Execution D		ate, Transacti Code (Ins				6. Date Exercisa Expiration Date (Month/Day/Yea		ate Securities Und		Under Securi	lying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
				Code V		v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amou Numb Share	er of		Transaction(s) (Instr. 4)			
Performance Restricted Stock Units (Phantom Stock)	(3)	02/17/2012			A		85,200		(4	)	(4)	Common Stock	85,2	200 <sup>(5)</sup>	(1)	85,2	85,200 <sup>(5)</sup>		
Performance Restricted Stock Units (Phantom Stock)	(3)	02/15/2012	02/21/201	2	М			156,403	02/15/	/2012	02/15/2012	Common Stock	156,	403 <sup>(6)</sup>	(1)		0		

#### **Explanation of Responses:**

- 1. Not Applicable.
- 2. Performance Restricted Stock Units ("PRSUs") cash-out pursuant to the terms of the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP").
- 3. Each PRSU is the economic equivalent of one share of Company common stock.
- 4. PRSUs granted under the Company's LTIP will vest in 2015 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- 5. 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.
- 6. The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than the market price, specified under the LTIP.

# Remarks:

Carole Sobin; Attorney-in-Fact 02/21/2012

\*\* Signature of Reporting Person

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.