

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB 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).

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

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| 1. Name and Address of Reporting Person* <u>Ketschke Matthew</u> (Last) (First) (Middle) CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE, SUITE 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CECONY |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/14/2024 | | M | | 38,211 | A | \$0 ⁽¹⁾ | 41,218.847 | D | |
| Common Stock | 02/14/2024 | | D | | 19,106 | D | \$86.67 ⁽¹⁾ | 22,112.847 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 1,056.649 | 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 | Amount or Number of Shares | | | | |
| Performance Units | (1) | 02/14/2024 | | M | | 38,211 | | (1) | (1) | Common Stock | 38,211 | (1) | 0 | D | |
| Performance Units | (3) | 02/14/2024 | | A | | 19,600 | | (3) | (3) | Common Stock | 19,600 | (3) | 19,600 | D | |
| Time - Based Restricted Stock Units | (4) | 02/14/2024 | | A | | 8,400 | | 12/31/2026 | 12/31/2026 | Common Stock | 8,400 | (4) | 8,400 | D | |

Explanation of Responses:

- Represents Performance Units granted in 2021 under the Company's Long-Term Incentive Plan (the "LTIP") that vested for which the reporting person elected to receive a portion of the value in cash. The number of shares has been adjusted from the original reporting based upon the achievement of the performance criteria. Each Performance Unit is the economic equivalent of one share of Company common stock.
- Total includes 20.462 Deferred Stock Units ("DSUs") acquired on December 15, 2023 pursuant to the LTIP dividend reinvestment provision. Each DSU represents one share of the Company's common stock.
- Represents a grant of Performance Units granted under the LTIP scheduled to vest in 2027 upon the determination of the performance criteria by the Management, Development and Compensation Committee of the Board of Directors of the Company. Each Performance Unit is the economic equivalent of one share of Company common stock. The number of shares (or cash equivalents) ultimately received will be adjusted and determined based upon the achievement of the performance criteria.
- Represents a grant of time-based restricted stock units granted under the LTIP scheduled to vest in full on December 31, 2026. Each time-based restricted stock unit is a contingent right to receive one share of Company common stock.

William J. Kelleher; Attorney-in-Fact 02/15/2024

** 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.