

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
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| 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).

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*<br><u>Tai Luther</u><br><br>(Last) (First) (Middle)<br><u>CONSOLIDATED EDISON, INC.</u><br><u>4 IRVING PLACE, ROOM 1618-S</u><br><br>(Street)<br><u>NEW YORK NY 10009</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CONSOLIDATED EDISON INC [ ED ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP Enterprise Shared Services</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/20/2013</u>                |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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                    | 02/20/2013                           |  | M                              |   | 13,965  | A          | (1)     | 47,308.13   | D  |   |
| Common Stock                    | 02/20/2013                           |  | D                              |   | 13,965  | D          | \$57(2) | 33,343.13   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,166.9   | I  | By 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 |
| Performance Restricted Stock Units (Phantom Stock) | (3)  | 02/20/2013                           |  | A                              |   | 8,600  |     | (4)  | (4)             | Common Stock  | 8,600(5)                                   | (1)  | 8,600(5)  | D  |       |
| Performance Restricted Stock Units (Phantom Stock) | (3)  | 02/20/2013                           |  | M                              |   | 13,965   |     | 02/20/2013   | 02/20/2013      | Common Stock  | 13,965(6)                                  | (1)  | 0   | D  |       |

**Explanation of Responses:**

- Not Applicable.
- Performance Restricted Stock Unit ("PRSU") cash-out pursuant to the terms of the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan ("LTIP").
- Each PRSU is the economic equivalent of one share of Company common stock.
- PRSUs granted under the Company's LTIP will vest in 2016 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- 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 Company's LTIP.
- The number of shares (or cash equivalents) were adjusted based on certain performance criteria, including criteria other than the market price, as specified under the Company's LTIP.

**Remarks:**

Carole Sobin; Attorney-in-Fact 02/22/2013

\*\* 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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