FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|------------------|------------|---------------|------------------|

| OMB APPROVAL | | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | | |
| Estimated average burden | | | | | | | | | | | |
| hours nor response | · 0 E | | | | | | | | | | |

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* RANGER MICHAEL W | | | | | 2. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED] | | | | | | | | ationship of Reportinç k all applicable) Director | | ng Per | 10% Ov | vner | | | |
|---|--|---------|-------------------------|-----------------------------------|--|--|--|-----|---|---|--------------------------|--|---|------------------|---|---|--|--------------------|----------|--|
| (Last) | (Fir | st) (N | ∕liddle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/29/2023 | | | | | | | | | Office below | er (give title /) | | Other (s below) | specify | |
| CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 16-205 | | | | | 4. If A | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indi Line) | Form | al or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting | | | | |
| (Street) NEW Y | ORK NY | ? 1 | 0003 | | Rul | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | |
| (City) | (St | ate) (Z | Zip) | | | 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 - No | on-Deriva | tive S | Secui | rities | Acc | quirec | d, Dis | posed of | , or E | Benef | ficially | y Own | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transactic Date (Month/Day/ | | | Execution (Year) if any | | emed tion Date, n/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securities Disposed Of | | s Acquired (A) or f (D) (Instr. 3, 4 a | | or 4 and | 5. Amor Securiti Benefic Owned Reporte | ities Fo icially (D d Following (I) | | Form: Direct D) or Indirect I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | | v | Amount | (A) (D) | (A) or (D) | | Transac | ransaction(s) nstr. 3 and 4) | | | (msu. 4) | |
| Common | Stock | | | 09/29/2 | 023 | | | | A | | 526.131 ⁽¹⁾ A | | \$ | 85.53 | 82,938.515 ⁽²⁾ | | D D | | | |
| | 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) | vative Conversion Date urity or Exercise (Month/Day/Year) Execution Date, if any | | | Transaction Code (Instr. 8) | | vative vities vired r osed) r. 3, 4 | Expiration I (Month/Day | | ate | 7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4) | | De Se (In | Price of rivative curity str. 5) | | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exerc | isable | Expiration Date | Title | Amou or Numb of Share | ber | | | | | | |

Explanation of Responses:

- 1. Represents Deferred Stock Units ("DSUs") acquired in lieu of cash for the quarterly board retainer fee at the election of the filer, pursuant to the terms of the Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). Each DSU represents one share of the Company's Common Stock.
- 2. Includes 703.380 DSUs acquired on September 15, 2023 pursuant to the Plan's dividend reinvestment provision. Note that the total number of shares for the filer has been increased by 9.391 shares due to an inadvertent reporting error of the June 15, 2023 dividend accrual.

William J. Kelleher; Attorneyin-Fact ** Signature of Reporting Person

10/03/2023

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.