

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MCGRATH EUGENE R</u> (Last) (First) (Middle) <u>CONSOLIDATED EDISON, INC. C/O SECRETARY</u> <u>4 IRVING PLACE; ROOM 1618-S</u> (Street) <u>NEW YORK NY 10003</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2006</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	02/28/2006		M		225,029.497 ⁽¹⁾	A	(2)	453,808.2115	D	
Common Stock	02/28/2006		M		175,029.497 ⁽¹⁾	D	\$45.87	278,778.7145	D	
Common Stock	03/01/2006		A		300 ⁽¹⁾	A	\$45.87	279,078.7145	D	
Common Stock								9,888.5803	I	TRASOP

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 Based Restricted Stock Units	(3)	02/28/2006		M			50,000	(1)	(1)	Common Stock	50,000	(2)	0	D	
Performance Based Restricted Stock Units	(3)	02/28/2006		M			50,000	(1)	(1)	Common Stock	50,000	(2)	0	D	
Performance Based Restricted Stock Units	(3)	02/28/2006		M			80,000	(1)	(1)	Common Stock	80,000	(2)	0	D	
EIP Stock	(3)	02/28/2006		M			14,310.655 ⁽⁴⁾	(1)	(1)	Common Stock	14,310.655 ⁽⁴⁾	(2)	0	D	
EIP Stock	(3)	02/28/2006		M			11,092.748 ⁽⁴⁾	(1)	(1)	Common Stock	11,092.748 ⁽⁴⁾	(2)	0	D	
EIP Stock	(3)	02/28/2006		M			10,578.358 ⁽⁴⁾	(1)	(1)	Common Stock	10,578.358 ⁽⁴⁾	(2)	0	D	
EIP Stock	(3)	02/28/2006		M			9,047.736 ⁽⁴⁾	(1)	(1)	Common Stock	9,047.736 ⁽⁴⁾	(2)	0	D	

Explanation of Responses:

- Effective February 28, 2006, upon Mr. McGrath's retirement as an officer of the Company, his previously reported awards of performance based restricted stock units ("PBRS") under the Consolidated Edison, Inc. Long Term Incentive Plan and equivalent stock units ("EIP Stock") under the Consolidated Edison Company of New York, Inc. Executive Incentive Plan vested. Mr. McGrath is retaining 50,000 shares of Common Stock relating to the PBRS. Mr. McGrath's EIP Stock was cashed out pursuant to the terms of the Executive Incentive Plan. Mr. McGrath will remain a Director of the Company. On March 1, 2006, Mr. McGrath was awarded 300 deferred stock units under the Long Term Incentive Plan, representing his prorated annual award as a non-management director of the Company.
- Not Applicable.
- Converted into Common Stock on a 1 for 1 basis.
- Includes shares acquired pursuant to the dividend reinvestment provisions of the Executive Incentive Plan.

Remarks:

Peter J. Barrett; Attorney-in-Fact 03/02/2006

** 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.