

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>RESHESKE FRANCES</b> _____ (Last) (First) (Middle) <b>CONSOLIDATED EDISON COMPANY OF NY, INC.</b> <b>4 IRVING PLACE; ROOM 1618-S</b> _____ (Street) <b>NEW YORK NY 10003</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>CONSOLIDATED EDISON INC [ ED ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <b>SVP, Public Affairs</b>		
3. Date of Earliest Transaction (Month/Day/Year) <b>02/20/2013</b>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
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		12,695	A	(1)	52,042.66	D	
Common Stock	02/20/2013		D		12,695	D	\$57(2)	39,347	D	
Common Stock								158	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		12,695		02/20/2013	02/20/2013	Common Stock	12,695(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 Long Term Incentive Plan (the "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 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 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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