FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-028							
Catimated average b	urdon							

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

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

37 hours per response: 0.5

1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol CONSOLIDATED EDISON INC [ED]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SUTHERLAND L FREDERICK														X Direc	ctor	10	10% Owner Other (specify below)	
(Last) (First) (Middle) CONSOLIDATED EDISON, INC.					3. Date of Earliest Transaction (Month/Day/Year) 06/01/2008													
4 IRVING PLACE, ROOM 1618-S				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
ORK N	Y 1	10003												X Forn	•			
(St	ate) (.	Zip)												Pers	son		•	Ü
	Tabl	e I - Nor	n-Deriva	ative S	Securi	ities Ac	quire	d, D	isp	osed o	f, or	Bene	eficia	ally Own	ed			
Date				Day/Year) Exec		Execution Date, if any		Transaction Disposed Code (Instr. 5)					nd Securi Benef Owner	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
								de V		Amount	(A (I	A) or O)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 06/0					1/2008		A			377.5 ⁽¹	l)	Α	\$41	3 8,	8,129.39			
	Та													y Owned				
Derivative Conversion Date Executio or Exercise (Month/Day/Year) if any			Date, T	Transaction of Code (Instr. 8) Se Ad (A Di of (Ir Instr. Se A C (I		f perivative securities acquired A) or sisposed f (D) nstr. 3, 4	Expir	Expiration Date				and 4) Amoui		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Owners Form: Direct (or Indir (I) (Inst	D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S (Street) NEW YORK NY 10003 (City) (State) (Zip) Table I - Non-Del 1. Title of Security (Instr. 3) Common Stock Table II - Deriv (e.g., 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Transaction Date (Instr. 3) 3. Transaction Date (Instr. 3) 3. Transaction Date (Instr. 3) 3. Transaction Date (Instr. 3) Conversion of Exercise (Instr. 3) Conversion Date (Instr. 3) (Month/Day/Year)				(First) (Middle) LIDATED EDISON, INC. G PLACE, ROOM 1618-S DRK NY 10003 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transac Date (Month/Ds) Stock 06/01/ Table II - Derivativ (e.g., pu 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) LIDATED EDISON, INC. G PLACE, ROOM 1618-S A. If A ORK NY 10003 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 2. 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Explanation of Responses:

1. Deferred Stock Units acquired pursuant to a voluntary deferral of retainer fees in accordance with Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan. Each Stock Unit represents one share of the Company's Common Stock.

Date Exercisable

Expiration Date

Remarks:

Peter J. Barrett; Attorney-in-06/02/2008 **Fact**

of Shares

Title

** 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).

Code V

(A) (D)

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.