FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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[x] Quarterly Report Pursuant To Section 13 or 15(d)
of the Securities Exchange Act of 1934
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 1997

OR

[ ] Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Commission File No. 1-1217

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
(Name of Registrant)

NEW YORK	13-5009340
(State of Incorporation)	(IRS Employer Identification No.)

4 IRVING PLACE, NEW YORK, NEW YORK 10003 - (212) 460-4600
(Address and Telephone Number)

The Registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and has been subject to such filing requirements for the past 90 days.

Yes ___X___ No _______

As of the close of business on July 31, 1997, the Registrant had outstanding 235,031,192 shares of Common Stock ($2.50 par value).

PART I. - FINANCIAL INFORMATION

CONTENTS

The following consolidated financial statements are unaudited but, in the opinion of management, reflect all adjustments (which include only normal recurring adjustments) necessary to a fair statement of the results for the interim periods presented. These condensed unaudited interim financial statements do not contain the detail, or footnote disclosure concerning accounting policies and other matters, which would be included in full-year financial statements and, accordingly, should be read in conjunction with the Company's audited financial statements (including the notes thereto) included in the Company's Annual Report on Form 10-K for the year ended December 31, 1996 (File No. 1-1217).

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED BALANCE SHEET
AS AT JUNE 30, 1997, DECEMBER 31, 1996 AND JUNE 30, 1996

	As At June 30, 1997	Dec. 31, 1996	June 30, 1996
	(Thousands of Dollars)		
ASSETS			
Utility plant, at original cost			
Electric	$ 11,754,898	$ 11,588,344	$ 11,444,742
Gas	1,686,174	1,642,231	1,581,682
Steam	546,949	536,672	520,536
General	1,159,098	1,152,001	1,119,112
Total	15,147,119	14,919,248	14,666,072
Less: Accumulated depreciation	4,447,539	4,285,732	4,205,894
Net	10,699,580	10,633,516	10,460,178
Construction work in progress	324,400	332,333	356,915
Nuclear fuel assemblies and components, less accumulated amortization	102,101	101,461	69,652
Net utility plant	11,126,081	11,067,310	10,886,745
Current assets			
Cash and temporary cash investments	12,231	106,882	57,369
Accounts receivable - customers, less allowance for uncollectible accounts of $20,804, $21,600 and $22,514	472,773	544,004	499,516
Other receivables	51,763	42,056	46,102
Regulatory accounts receivable	(866)	45,397	4,938
Fuel, at average cost	34,940	64,709	41,415
Gas in storage, at average cost	37,746	44,979	23,373
Materials and supplies, at average cost	199,795	204,801	215,169
Prepayments	293,592	64,492	62,634
Other current assets	15,732	15,167	14,732
Total current assets	1,117,706	1,132,487	965,248
Investments and nonutility property	217,745	177,224	164,358
Deferred charges			
Enlightened Energy program costs	120,837	133,718	129,739
Unamortized debt expense	125,770	130,786	135,934
Recoverable fuel costs	43,170	101,462	21,968
Power contract termination costs	35,136	58,560	81,984
Other deferred charges	280,602	271,356	267,877
Total deferred charges	605,515	695,882	637,502
Regulatory asset-future federal income taxes	948,410	984,282	1,016,829
Total	$ 14,015,457	$ 14,057,185	$ 13,670,682

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED BALANCE SHEET
AS AT JUNE 30, 1997, DECEMBER 31, 1996 AND JUNE 30, 1996

	June 30, 1997	Dec. 31, 1996	June 30, 1996
	(Thousands of Dollars)		
CAPITALIZATION AND LIABILITIES			
Capitalization			
Common stock, authorized 340,000,000 shares; outstanding 235,023,795 shares, 234,993,596 shares and 234,978,113 shares	$ 1,478,768	$ 1,478,536	$ 1,478,416
Capital stock expense	(34,754)	(34,903)	(35,052)
Retained earnings	4,242,133	4,283,935	4,089,399
Total common shareholders' equity	5,686,147	5,727,568	5,532,763
Preferred stock			
Subject to mandatory redemption			
7.20% Series I	47,500	47,500	47,500
6-1/8% Series J	37,050	37,050	37,050
Total subject to mandatory redemption	84,550	84,550	84,550
Other preferred stock			
$ 5 Cumulative Preferred	175,000	175,000	175,000
5-3/4% Series A	7,061	7,061	7,061
5-1/4% Series B	13,844	13,844	13,844
4.65% Series C	15,330	15,330	15,329
4.65% Series D	22,233	22,233	22,233
6% Convertible Series B	4,398	4,630	4,750
Total other preferred stock	237,866	238,098	238,217
Total preferred stock	322,416	322,648	322,767
Long-term debt	4,288,383	4,238,622	4,190,366
Total capitalization	10,296,946	10,288,838	10,045,896
Noncurrent liabilities			
Obligations under capital leases	41,265	42,661	43,969
Other noncurrent liabilities	82,125	80,499	80,701
Total noncurrent liabilities	123,390	123,160	124,670
Current liabilities			
Long-term debt due within one year	202,630	106,256	82,095
Accounts payable	375,438	431,115	341,235
Notes payable	15,000	-	-
Customer deposits	159,749	159,616	158,312
Accrued taxes	(56,676)	27,342	38,163
Accrued interest	83,310	83,090	83,625
Accrued wages	78,312	80,225	75,815
Other current liabilities	142,895	147,968	148,073
Total current liabilities	1,000,658	1,035,612	927,318
Provisions related to future federal income taxes and other deferred credits			
Accumulated deferred federal income tax	2,333,097	2,289,092	2,270,151
Accumulated deferred investment tax credits	168,070	172,510	176,860
Other deferred credits	93,296	147,973	125,787
Total deferred credits	2,594,463	2,609,575	2,572,798

Total	$ 14,015,457	$ 14,057,185	$ 13,670,682

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED INCOME STATEMENT
FOR THE THREE MONTHS ENDED JUNE 30, 1997 AND 1996

	1997	1996
	(Thousands of Dollars)	
Operating revenues		
Electric	$ 1,228,366	$ 1,244,306
Gas	213,376	223,428
Steam	62,272	72,001
Total operating revenues	1,504,014	1,539,735
Operating expenses		
Purchased power	314,221	321,588
Fuel	122,426	120,389
Gas purchased for resale	85,408	96,554
Other operations	283,338	286,676
Maintenance	146,859	123,915
Depreciation and amortization	124,932	119,981
Taxes, other than federal income tax	270,802	277,474
Federal income tax	25,990	40,880
Total operating expenses	1,373,976	1,387,457
Operating income	130,038	152,278
Other income (deductions)		
Investment income	2,849	2,283
Allowance for equity funds used during construction	1,520	745
Other income less miscellaneous deductions	(5,764)	(1,996)
Federal income tax	650	(510)
Total other income	(745)	522
Income before interest charges	129,293	152,800
Interest on long-term debt	79,192	78,106
Other interest	3,287	3,629
Allowance for borrowed funds used during construction	(745)	(350)
Net interest charges	81,734	81,385
Net income	47,559	71,415
Preferred stock dividend requirements	(4,603)	(4,608)
Net income for common stock	$ 42,956	$ 66,807
Common shares outstanding - average (000)	235,016	234,974
Earnings per share	$ 0.18	$ 0.28
Dividends declared per share of common stock	$ 0.525	$ 0.52
Sales		
Electric (Thousands of kilowatthours)		
Con Edison customers	8,281,386	8,461,823
Delivery service to NYPA and others	2,028,973	2,072,831
Service for municipal agencies	296,530	176,772
Total sales in service territory	10,606,889	10,711,426
Off-system sales (A)	701,070	1,108,443
Gas (dekatherms)		
Firm	19,685,630	20,290,373
Off-peak firm/interruptible	5,215,550	4,271,271
Total sales to Con Edison customers	24,901,180	24,561,644
Transportation of customer-owned gas		
NYPA	4,668,422	15,207
Others	1,798,581	1,422,041
Off-system sales	1,255,168	3,287,507
Total sales and transportation	32,623,351	29,286,399
Steam (Thousands of pounds)	4,796,828	5,458,166

(A) Includes 424,223 and 537,445 thousands of kWh, respectively, subsequently
purchased by the Company for sale to its customers.

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED INCOME STATEMENT
FOR THE SIX MONTHS ENDED JUNE 30, 1997 AND 1996

	1997	1996
	(Thousands of Dollars)	
Operating revenues		
Electric	$ 2,497,316	$ 2,530,574
Gas	668,396	630,292
Steam	224,450	246,234
Total operating revenues	3,390,162	3,407,100
Operating expenses		
Purchased power	666,929	625,587
Fuel	273,780	304,277
Gas purchased for resale	308,120	277,394
Other operations	560,177	563,977
Maintenance	261,022	248,950
Depreciation and amortization	248,684	252,546(A)
Taxes, other than federal income tax	575,764	583,510
Federal income tax	118,130	145,920
Total operating expenses	3,012,606	3,002,161
Operating income	377,556	404,939
Other income (deductions)		
Investment income	3,693	3,721
Allowance for equity funds used during construction	3,320	1,258
Other income less miscellaneous deductions	(6,984)	(2,673)
Federal income tax	600	(930)
Total other income	629	1,376
Income before interest charges	378,185	406,315
Interest on long-term debt	157,944	152,475
Other interest	7,701	8,481
Allowance for borrowed funds used during construction	(1,627)	(591)
Net interest charges	164,018	160,365
Net income	214,167	245,950
Preferred stock dividend requirements	(9,207)	(10,643)
Gain on refunding of preferred stock	-	13,943(A)
Net income for common stock	$ 204,960	$ 249,250
Common shares outstanding - average (000)	235,009	234,968
Earnings per share	$ 0.87	$ 1.06
Dividends declared per share of common stock	$ 1.05	$ 1.04
Sales		
Electric (Thousands of kilowatthours)		
Con Edison customers	17,213,254	17,635,244
Delivery service to NYPA and others	4,250,306	4,392,665
Service for municipal agencies	510,591	284,227
Total sales in service territory	21,974,151	22,312,136
Off-system sales (B)	1,012,848	1,269,146
Gas (dekatherms)		
Firm	58,928,092	65,132,812
Off-peak firm/interruptible	13,419,753	11,125,581
Total sales to Con Edison customers	72,347,845	76,258,393
Transportation of customer-owned gas		
NYPA	7,368,630	194,555
Others	3,547,403	1,881,683
Off-system sales	4,760,561	7,136,458
Total sales and transportation	88,024,439	85,471,089
Steam (Thousands of pounds)	14,937,516	17,322,853

(A) The gain from the preferred stock refunding was offset by an additional provision for depreciation.

(B) Includes 488,023 and 537,445 thousands of kWh, respectively, subsequently purchased by the Company for sale to its customers.

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED INCOME STATEMENT
FOR THE TWELVE MONTHS ENDED JUNE 30, 1997 AND 1996

	1997	1996
	(Thousands of Dollars)	
Operating revenues		
Electric	$ 5,507,860	$ 5,466,102
Gas	1,053,175	952,617
Steam	381,763	396,640
Total operating revenues	6,942,798	6,815,359
Operating expenses		
Purchased power	1,314,196	1,175,350
Fuel	542,779	581,342
Gas purchased for resale	448,997	373,720
Other operations	1,159,359	1,137,245
Maintenance	470,887	489,127
Depreciation and amortization	492,549	485,153(A)
Taxes, other than federal income tax	1,158,453	1,175,673
Federal income tax	369,370	387,470
Total operating expenses	5,956,590	5,805,080
Operating income	986,208	1,010,279
Other income (deductions)		
Investment income	8,299	16,389
Allowance for equity funds used during construction	5,530	2,145
Other income less miscellaneous deductions	(13,060)	(7,392)
Federal income tax	2,500	(1,680)
Total other income	3,269	9,462
Income before interest charges	989,477	1,019,741
Interest on long-term debt	313,289	305,351
Other interest	16,551	23,039
Allowance for borrowed funds used during construction	(2,665)	(1,019)
Net interest charges	327,175	327,371
Net income	662,302	692,370
Preferred stock dividend requirements	(18,424)	(28,422)
Gain on refunding of preferred stock	-	13,943(A)
Net income for common stock	$ 643,878	$ 677,891
Common shares outstanding - average (000)	234,997	234,956
Earnings per share	$ 2.74	$ 2.89
Dividends declared per share of common stock	$ 2.09	$ 2.06
Sales		
Electric (Thousands of kilowatthours)		
Con Edison customers	36,781,964	37,557,246
Delivery service to NYPA and others	8,674,514	8,951,651
Service for municipal agencies	843,657	531,578
Total sales in service territory	46,300,135	47,040,475
Off-system sales (B)	3,661,056	3,987,450
Gas (dekatherms)		
Firm	92,575,389	98,896,627
Off-peak firm/interruptible	22,600,610	18,118,759
Total sales to Con Edison customers	115,175,999	117,015,386
Transportation of customer-owned gas		
NYPA	12,141,175	12,338,432
Others	6,676,727	4,880,492
Off-system sales	8,917,528	10,190,997
Total sales and transportation	142,911,429	144,425,307
Steam (Thousands of pounds)	27,610,425	31,279,809

(A) The gain from the preferred stock refunding was offset by an additional provision for depreciation.

(B) Includes 1,504,342 and 1,882,652 thousands of kWh, respectively, subsequently purchased by the Company for sale to its customers.

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 1997 AND 1996

	1997	1996
	(Thousands of Dollars)	
Operating activities		
Net income	$ 214,167	$ 245,950
Principal non-cash charges (credits) to income		
Depreciation and amortization	248,684	252,546
Deferred recoverable fuel costs	58,292	37,486
Federal income tax deferred	74,360	(5,840)
Common equity component of allowance for funds used during construction	(3,225)	(1,188)
Other non-cash charges (credits)	13,680	(10,433)
Changes in assets and liabilities		
Accounts receivable - customers, less allowance for uncollectibles	71,231	(2,301)
Regulatory accounts receivable	46,263	(11,419)
Materials and supplies, including fuel and gas in storage	42,008	8,027
Prepayments, other receivables and other current assets	(239,372)	3,364
Enlightened Energy program costs	12,881	14,543
Accounts payable	(55,677)	(79,617)
Accrued income taxes	(81,412)	22,658
Other - net	(88,162)	(20,799)
Net cash flows from operating activities	313,718	452,977
Investing activities including construction		
Construction expenditures	(292,308)	(313,280)
Nuclear fuel expenditures	(7,230)	182
Contributions to nuclear decommissioning trust	(17,047)	(17,047)
Common equity component of allowance for funds used during construction	3,225	1,188
Net cash flows from investing activities including construction	(313,360)	(328,957)
Financing activities including dividends		
Net proceeds from short-term debt	15,000	-
Issuance of long-term debt	150,000	375,000
Retirement of long-term debt	(3,626)	(105,055)
Advance refunding of long-term debt	-	(95,329)
Advance refunding of preferred stock	-	(316,982)
Issuance and refunding costs	(410)	(8,711)
Common stock dividends	(246,763)	(244,369)
Preferred stock dividends	(9,210)	(13,497)
Net cash flows from financing activities including dividends	(95,009)	(408,943)
Net decrease in cash and temporary cash investments	(94,651)	(284,923)
Cash and temporary cash investments at January 1	106,882	342,292
Cash and temporary cash investments at June 30	$ 12,231	$ 57,369
Supplemental disclosure of cash flow information Cash paid during the period for:		
Interest	$ 151,686	$ 156,017
Income taxes	126,133	131,000

The accompanying note is an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED JUNE 30, 1997 AND 1996

	1997	1996
	(Thousands of	Dollars)
Operating activities		
Net income	$ 662,302	$ 692,370
Principal non-cash charges (credits) to income		
Depreciation and amortization	492,550	485,153
Deferred recoverable fuel costs	(21,202)	(18,234)
Federal income tax deferred	120,800	3,400
Common equity component of allowance for funds used during construction	(5,311)	(2,024)
Other non-cash charges	33,715	17,157
Changes in assets and liabilities		
Accounts receivable - customers, less allowance for uncollectibles	26,743	(79,307)
Regulatory accounts receivable	5,804	31,537
Materials and supplies, including fuel and gas in storage	7,476	23,236
Prepayments, other receivables and other current assets	(237,619)	110,123
Enlightened Energy program costs	8,902	16,681
Accounts payable	34,203	62,843
Accrued income taxes	(94,251)	(22,377)
Other - net	(66,034)	28,431
Net cash flows from operating activities	968,078	1,348,989
Investing activities including construction		
Construction expenditures	(654,261)	(703,352)
Nuclear fuel expenditures	(56,117)	(5,889)
Contributions to nuclear decommissioning trust	(21,301)	(27,697)
Common equity component of allowance for funds used during construction	5,311	2,024
Net cash flows from investing activities including construction	(726,368)	(734,914)
Financing activities including dividends		
Net proceeds from short-term debt	15,000	-
Issuance of long-term debt	300,000	603,285
Retirement of long-term debt	(82,095)	(111,324)
Advance refunding of long-term debt	-	(251,028)
Advance refunding of preferred stock	-	(316,982)
Issuance and refunding costs	(10,179)	(13,851)
Common stock dividends	(491,150)	(484,014)
Preferred stock dividends	(18,424)	(31,277)
Net cash flows from financing activities including dividends	(286,848)	(605,191)
Net increase (decrease) in cash and temporary cash investments	(45,138)	8,884
Cash and temporary cash investments at beginning of period	57,369	48,485
Cash and temporary cash investments at June 30	$ 12,231	$ 57,369

Supplemental disclosure of cash flow information
Cash paid during the period for:

Interest	$ 304,948	$ 316,872
Income taxes	341,888	409,907

The accompanying note is an integral part of these financial statements.

Contingency Note

Indian Point. Nuclear generating units similar in design to the Company's Indian Point 2 unit have experienced problems that have required steam generator replacement. Inspections of the Indian Point 2 steam generators since 1976 have revealed various problems, some of which appear to have been arrested, but the remaining service life of the steam generators is uncertain and may be shorter than the unit's life. The projected service life of the steam generators is reassessed periodically in the light of the inspections made during scheduled outages of the unit. Based on the latest available data and current Nuclear Regulatory Commission criteria, the Company estimates that steam generator replacement will not be required before 1999, and possibly not until some years later. To avoid procurement delays in the event replacement is necessary, the Company purchased replacement steam generators, which are stored at the site. If replacement of the steam generators is required, such replacement is presently estimated (in 1996 dollars) to require additional expenditures of approximately $110 million (exclusive of replacement power costs) and an outage of approximately four months. However, securing necessary permits and approvals or other factors could require a substantially longer outage if steam generator replacement is required on short notice.

Nuclear Insurance. The insurance policies covering the Company's nuclear facilities for property damage, excess property damage, and outage costs permit assessments under certain conditions to cover insurers' losses. As of June 30, 1997, the highest amount which could be assessed for losses during the current policy year under all of the policies was $28.1 million. While assessments may also be made for losses in certain prior years, the Company is not aware of any losses in such years which it believes are likely to result in an assessment.

Under certain circumstances, in the event of nuclear incidents at facilities covered by the federal government's third-party liability indemnification program, the Company could be assessed up to $79.3 million per incident of which not more than $10 million may be assessed in any one year. The per-incident limit is to be adjusted for inflation not later than 1998 and not less than once every five years thereafter.

The Company participates in an insurance program covering liabilities for injuries to certain workers in the nuclear power industry. In the event of such injuries, the Company is subject to assessment up to an estimated maximum of approximately $3.1 million.

Environmental Matters. The normal course of the Company's operations necessarily involves activities and substances that expose the Company to potential liabilities under federal, state and local laws protecting the environment. Such liabilities can be material and in some instances may be imposed without regard to fault, or may be imposed for past acts, even though such past acts may have been lawful at the time they occurred. Sources of such potential liabilities include (but are not limited to) the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("Superfund"), a 1994 settlement with the New York State Department of Environmental Conservation (DEC), asbestos, and electric and magnetic fields (EMF).

Superfund. By its terms Superfund imposes joint and several strict liability, regardless of fault, upon generators of hazardous substances for resulting removal and remedial costs and environmental damages. The Company has received process or notice concerning possible claims under Superfund or similar state statutes relating to a number of sites at which it is alleged that hazardous substances generated by the Company (and, in most instances, a large number of other potentially responsible parties) were deposited. Estimates of the investigative, removal, remedial and environmental damage costs (if any) the Company will be obligated to pay with respect to each of these sites range from extremely preliminary to highly refined. Based on these estimates, the Company had accrued a liability at June 30, 1997 of approximately $22.1 million. There will be additional costs with respect to these and possibly other sites, the materiality of which is not presently determinable.

DEC Settlement. In 1994 the Company agreed to a consent order settling a civil administrative proceeding instituted by the DEC alleging environmental violations by the Company. Pursuant to the consent order, the Company has conducted an environmental management systems evaluation and is conducting an environmental compliance audit. The Company also must implement "best management practices" plans for certain facilities and undertake a remediation program at certain sites. At June 30, 1997, the Company had an accrued liability of $17.2 million for these sites. Expenditures for environment-related projects in the five years 1997-2001, including expenditures to comply with the consent order, are currently estimated at $147 million. There will be additional costs, including costs arising out of the compliance audit, the materiality of which is not presently determinable.

Asbestos Claims. Suits have been brought in New York State and federal courts against the Company and many other defendants, wherein several hundred plaintiffs sought large amounts of compensatory and punitive damages for deaths and injuries allegedly caused by exposure to asbestos at various premises of the Company. Many of these suits have been disposed of without any payment by the Company, or for immaterial amounts. The amounts specified in all the remaining suits total billions of dollars but the Company believes that these amounts are greatly exaggerated, as were the claims already disposed of. Based on the information and relevant circumstances known to the Company at this time, it is the opinion of the Company that these suits will not have a material adverse effect on the Company's financial position.

EMF. Electric and magnetic fields are found wherever electricity is used. The Company is the defendant in several suits claiming property damage resulting from EMF. In the event that a causal relationship between EMF and adverse health effects is established, or independently of any such causal determination, in the event of adverse developments in related legal or public policy doctrines, there could be a material adverse effect on the electric utility industry, including the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis relates to the interim financial statements appearing in this report and should be read in conjunction with Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996 (File No. 1-1217). Reference is made to the note to the financial statements in Item 1 of this report, which note is incorporated herein by reference.

This report includes forward-looking statements, which are statements of future expectation and not facts. Words such as "estimates," "expects," "anticipates," "plans," and similar expressions identify forward-looking statements. Actual results or developments might differ materially from those included in the forward-looking statements because of factors such as competition and industry restructuring, changes in economic conditions, changes in historical weather patterns, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments and other presently unknown or unforeseen factors.

LIQUIDITY AND CAPITAL RESOURCES

Cash and temporary cash investments were $12.2 million at June 30, 1997 compared with $106.9 million at December 31, 1996 and $57.4 million at June 30, 1996. Net cash flows from operating activities was negatively affected by the prepayment in June 1997 of $226 million of New York City property taxes. The Company's cash balances also reflect, among other things, the timing and amounts of external financing.

In June 1997 the Company issued $150 million of five-year floating rate debentures, the interest rate on which is reset quarterly. The proceeds of this issue were used for the June 1997 prepayment of New York City property taxes and for working capital purposes.

The Company borrowed from banks at various times during the first six months of 1997 at prevailing market rates. The highest amount outstanding was $165 million and $15 million was outstanding at June 30, 1997. These borrowings have been repaid.

Customer accounts receivable, less allowance for uncollectible accounts, amounted to $472.8 million at June 30, 1997 compared with $544.0 million at December 31, 1996 and $499.5 million at June 30, 1996. In terms of equivalent number of days of revenue outstanding, these amounts represented 27.8, 28.6 and 27.7 days, respectively.

The regulatory accounts receivable negative balance of $0.9 million at June 30, 1997 is comprised of $3.2 million to be refunded to customers pursuant to the partial pass-through fuel adjustment clause, offset by $2.3 million to be recovered from customers under the incentive mechanisms of the 1994 gas rate agreement. The regulatory accounts receivable balances of $45.4 million at December 31, 1996 and $4.9 million at June 30, 1996 represented amounts to be recovered from customers. Pursuant to the Settlement Agreement (discussed below), the balances at March 31, 1997 relating to the electric revenue adjustment and revenue per customer mechanisms (Modified ERAM) and Enlightened Energy and customer service incentives have been eliminated. See "PSC Settlement Agreement," below.

The balance in accrued taxes of ($56.7 million) at June 30, 1997 reflects the effect on the Company's current federal income tax liability of the property tax prepayment. The Company has accrued a related deferred tax liability.

Interest coverage under the SEC formula for the 12 months ended June 30, 1997 was 3.96 times compared with 4.18 times for the year 1996 and 4.11 times for the 12 months ended June 30, 1996. The decline in interest coverage reflects a lower level of pre-tax earnings and higher interest charges.

1995 Electric Rate Agreement

In April 1995 the New York Public Service Commission (PSC) approved a three-year electric rate agreement effective April 1, 1995. See, however, "PSC Settlement Agreement," below.

For details of the 1995 electric rate agreement, including the Modified ERAM, see "Liquidity and Capital Resources - 1995 Electric Rate Agreement" in Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

For the second rate year of the 1995 electric rate agreement, the 12 months ended March 31, 1997, the Company's actual rate of return on electric common equity, excluding incentives, exceeded the sharing threshold of 10.81 percent, principally due to increased productivity and earnings under the revenue per customer provisions of the Modified ERAM. Pursuant to the Settlement Agreement, the balance at March 31, 1997 that was set aside for the future benefit of customers has been eliminated. See "PSC Settlement Agreement," below.

PSC Settlement Agreement

In March 1997, the Company and the PSC staff entered into a settlement agreement (the "Settlement Agreement") with respect to the PSC's Competitive Opportunities proceeding. For details concerning the Settlement Agreement, see "Liquidity and Capital Resources - PSC Settlement Agreement" in Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

The Settlement Agreement is subject to PSC approval. The Company is unable to predict whether the PSC will approve the Settlement Agreement or whether there will be changes to the Settlement Agreement. The Chairman of the PSC has indicated that it is anticipated that the Settlement Agreement will come to the PSC for consideration in August or September.

The Settlement Agreement includes a rate plan for the five-year period beginning April 1, 1997 which supersedes the provisions of the 1995 electric rate agreement applicable to the 12-month period beginning April 1, l997. Consistent with a PSC order, the material provisions of the Settlement Agreement's rate plan (including the rate reductions) have been given effect for financial statement purposes, effective April 1, 1997, subject to PSC approval of the Settlement Agreement. The Settlement Agreement provides for the elimination of the Modified ERAM, Enlightened Energy and customer service incentives, earnings sharing and reconciliation provisions of the 1995 electric rate agreement and reversal of related, accumulated debit and credit balances in the Company's financial statements. There was no material effect on net income from the reversal of these balances.

In June 1997, a PSC administrative law judge (ALJ) issued her recommended decision on the Settlement Agreement. The ALJ concluded that the Settlement Agreement "represents an extraordinary step toward resolution of complicated and contentious issues involving rates and competition ... however, it does not allow competition for generation and energy services to commence in a way that is fair to competitors or in the best interests of Con Edison's customers." The recommended decision identified certain concerns, as to which "parties would be well advised to attempt to devise a resolution... since the alternative is for the Commission to impose its determination." Among the concerns are: (1) the differences in rate reductions among industrial, commercial and residential customers should be reduced (but the ALJ supported the total amount of the rate reductions, the implied rate of return on equity and the stranded cost recovery provisions); (2) Con Edison's delivery rates for retail access customers appeared to be excessive because the amount to be deducted from the rate applicable to full-service customers may be too low; (3) the period within which Con Edison must submit a detailed divestiture plan to the PSC should be shortened to three months, following the PSC's approval of the Settlement Agreement; and (4) there has not been the opportunity to address the impact on the settlement agreement of a recent PSC decision promoting competition at a future date in the provision of metering services and future PSC decisions with respect to billing and information services.

In July 1997, the Emerging Issues Task Force (EITF) of the Financial Accounting Standards Board reached a consensus that utilities subject to plans that, like the Settlement Agreement, use a transition period to recover stranded costs must discontinue the use of Statement of Financial Accounting Standards (SFAS) No. 71, "Accounting for the Effects of Certain Types of Regulation," for the separable portion of their businesses that are being deregulated and apply the standards in SFAS No. 101, "Regulated Enterprises-Accounting for the Discontinuation of Application of FASB Statement No. 71." The consensus was published on August 12, 1997 and is still being reviewed by the Company. Accordingly, the Company is unable to determine the extent to which the Settlement Agreement will adversely affect its eligibility to continue to apply SFAS No. 71. However, assuming the PSC approves the Settlement Agreement, the Company does not expect that discontinuation of SFAS No. 71 for the separable portion of its business that is being deregulated will have a material adverse effect on the Company's financial position.

The Company understands that the Office of the Chief Accountant of the Securities and Exchange Commission has also been considering the need for utilities to discontinue use of SFAS No. 71 for portions of their businesses.

Gas and Steam Rate Agreements

For details of the Company's gas rate agreements and the Company's 1994 steam rate agreement, see "Liquidity and Capital Resources - Gas and Steam Rate Agreements" in Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

In June 1997, the Company and the PSC staff signed a steam rate agreement. The three-year agreement provides for a $16 million base rate increase, effective October 1, 1997, and that rates for the remainder of the term of the agreement will not be increased or decreased except in certain limited and extraordinary circumstances. With respect to $10.8 million eligible for future recovery under the 1994 steam rate agreement, $4.6 million will continue to be deferred until amortized against earnings in excess of a rate of return on steam common equity of 11.1 percent over the three-year period. Any earnings in excess of a 12.6 percent rate of return over the three-year period will be shared: 50 percent to be retained by shareholders and 50 percent to be set aside for future refund to customers.

Competition and Industry Restructuring

In recent years federal and New York State initiatives have promoted the development of competition in the sale of electricity and gas. For information about these initiatives, see "Liquidity and Capital Resources - Competition and Industry Restructuring" in Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

New Air Quality Standards

In July 1997, the United States Environmental Protection Agency (EPA) adopted new ambient air quality standards for ozone and particulate matter. The New York State Department of Environmental Conservation will be required to develop an implementation plan acceptable to the EPA to attain and maintain these standards. The Company does not expect that compliance with the new ozone standard will require additional capital expenditures in excess of the approximately $150 million of capital expenditures estimated to be required for compliance with the Clean Air Act amendments of 1990. (See "Liquidity and Capital Resources - Clean Air Act Amendments " in Management's Discussion and Analysis in Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 1996.) With respect to the new particulate matter standard, the Company expects that compliance could require a material amount of additional capital expenditures.

Environmental Claims and Other Contingencies

Reference is made to the note to the financial statements included in this report for information concerning potential liabilities of the Company arising from the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund), from claims relating to alleged exposure to asbestos, and from certain other contingencies to which the Company is subject.

RESULTS OF OPERATIONS

Net income for common stock for the second quarter, six months and 12 months ended June 30, 1997 was lower than in the corresponding 1996 periods by $23.9 million ($.10 a share), $44.3 million ($.19 a share), and $34.0 million ($.15 a share), respectively, due primarily to weather-related sales variations and the agreements covering the Company's electric rates.

The impact of weather on the Company's earnings depends on the Company's rate agreements. The Modified ERAM under the 1995 electric rate agreement removed from the Company's earnings the impact of variations in forecasted electric sales due to weather. The Modified ERAM was eliminated for financial statement purposes effective April 1, 1997. See "PSC Settlement Agreement," above. Most weather-related variations in gas sales do not affect earnings, while weather-related variations in steam sales do affect earnings.

	Increases (Decreases) (Amounts in Millions)					
	Three Months Ended June 30, 1997 Compared With Three Months Ended June 30, 1996		Six Months Ended June 30, 1997 Compared With Six Months Ended June 30, 1996		Twelve Months Ended June 30, 1997 Compared with Twelve Months Ended June 30, 1996	
	Amount	Percent	Amount	Percent	Amount	Percent
Operating revenues	$ (35.7)	(2.3)%	$ (16.9)	(0.5)%	$ 127.4	1.9 %
Purchased power (electric & steam)	(7.4)	(2.3)	41.4	6.6	138.8	11.8
Fuel - electric and steam	2.0	1.7	(30.5)	(10.0)	(38.6)	(6.6)
Gas purchased for resale	(11.1)	(11.5)	30.7	11.1	75.3	20.1
Operating revenues less purchased power and fuel and gas purchased for resale (Net revenues)	(19.2)	(1.9)	(58.5)	(2.7)	(48.1)	(1.0)
Other operations and maintenance	19.6	4.8	8.3	1.0	3.9	0.2
Depreciation and amortization	5.0	4.1	(3.9)	(1.5)	7.4	1.5
Taxes, other than federal income tax	(6.7)	(2.4)	(7.7)	(1.3)	(17.2)	(1.5)
Federal income tax	(14.9)	(36.4)	(27.8)	(19.0)	(18.1)	(4.7)
Operating income	(22.2)	(14.6)	(27.4)	(6.8)	(24.1)	(2.4)
Other income less deductions and related federal income tax	(1.3)	Large	(0.7)	(54.3)	(6.2)	(65.5)
Interest charges	0.4	0.4	3.7	2.3	(0.2)	(0.1)
Net income	(23.9)	(33.4)	(31.8)	(12.9)	(30.1)	(4.3)
Preferred stock dividend requirements	--	--	1.4	13.5	10.0	35.2
Gain on refunding of preferred stock	--	--	(13.9)	Large	(13.9)	Large
Net income for common stock	$ (23.9)	(35.7)%	$ (44.3)	(17.8)%	$ (34.0)	(5.0)%

Second Quarter 1997
Compared with
Second Quarter 1996

Net revenues (operating revenues less purchased power, fuel and gas purchased for resale) decreased $19.2 million in the second quarter of 1997 compared with the 1996 period. Electric and steam net revenues decreased $14.4 million and $5.8 million, respectively. Gas net revenues increased $1.0 million.

Electric net revenues in the 1997 period were lower than in the 1996 period primarily because of weather-related sales decreases and the implementation of the Settlement Agreement for financial statement purposes effective April 1, 1997. See "PSC Settlement Agreement," above. Electric net revenues for the second quarter of 1996 included $13.4 million under the revenue per customer provisions of the Modified ERAM. Electric net revenues for the second quarter of 1997 include $.1 million, compared with $14.6 million for the 1996 period, for the net impact of regulatory incentive provisions.

Electric net revenues for the second quarter of 1997 included $22.5 million, compared with a reduction in revenues of $6.8 million in the 1996 period, relating to the refueling and maintenance outage at the Company's Indian Point 2 nuclear generating station (Indian Point 2) that was completed in July 1997. This increase did not affect net income because, under the accounting provisions of the agreements covering the Company's electric rates (PSC Refueling Accounting), amounts collected from customers for the estimated expenses of such outages are deferred and are recognized during the outage when the actual expenses for the outage are incurred.

Gas net revenues in the 1997 period reflect increased retention of net revenues from interruptible sales in accordance with the gas rate agreement.s Steam net revenues in the 1997 period reflect weather-related sales decreases, offset in part by a rate increase effective October 1996.

Electric sales, excluding off-system sales, in the second quarter of 1997 compared with the 1996 period were:

	Millions of Kwhrs			
Description	2nd Quarter 1997	2nd Quarter 1996	Variation	Percent Variation
Residential/Religious	2,308	2,379	(71)	(3.0)%
Commercial/Industrial	5,833	5,941	(108)	(1.8)%
Other	140	142	(2)	(1.4)%
Total Con Edison Customers	8,281	8,462	(181)	(2.1)%
NYPA, Municipal Agency and Other Sales	2,326	2,249	77	3.4 %
Total Service Area	10,607	10,711	(104)	(1.0)%

For the second quarter of 1997, firm gas sales volume decreased 3.0 percent and steam sales volume decreased 12.1 percent compared with the 1996 period.

The decreases in electric, gas and steam sales volumes for the 1997 period were due primarily to cooler than normal 1997 spring weather. The second quarter of 1997 was approximately 22 percent cooler than normal on a cooling degree basis. After adjusting for variations, primarily in weather and billing days in each period, electric sales volume in the Company's service territory increased 1.7 percent in the second quarter of 1997, firm gas sales volume decreased 0.1 percent and steam sales volume decreased 0.6 percent.

Electric fuel costs increased $11.6 million in the 1997 period due to an increase in the unit cost of fuel, partially offset by lower sendout. Electric purchased power costs decreased in the second quarter of 1997 by $13.1 million from the 1996 period due to lower purchased volumes and unit costs. The variations in fuel and purchased power costs also reflect the availability of Indian Point 2, which was out of service for a refueling and maintenance outage for part of the 1997 period but was operating during the 1996 period. Steam fuel costs decreased $9.6 million due to decreased generation of steam by the Company. Steam purchased power costs were $5.7 million in the 1997 period; the Company did not purchase steam in the 1996 period. Gas purchased for resale decreased $11.1 million reflecting a lower unit cost of purchased gas, partially offset by higher sendout.

Other operations and maintenance expenses increased $19.6 million for the second quarter of 1997 compared with the 1996 period, due primarily to expenses related to the Indian Point refueling and maintenance outage (a like amount of deferred revenues were recognized under PSC Refueling Accounting), partially offset by lower administrative and general expenses.

Depreciation and amortization increased $5.0 million in the second quarter of 1997 due principally to higher plant balances.

Taxes, other than federal income tax, decreased $6.7 million due principally to lower revenue taxes.

Federal income tax decreased $14.9 million for the quarter reflecting lower pre-tax income.

Other income less miscellaneous deductions for the 1997 period reflects the start-up and business development expenses of the Company's ProMark Energy, Inc. and Gramercy Development, Inc. subsidiaries (the "Subsidiaries").

Six Months Ended June 30, 1997
Compared with
Six Months Ended June 30, 1996

Net revenues decreased $58.5 million in the first six months of 1997 compared with the first six months of 1996. Electric and steam net revenues decreased $49.2 million and $16.7 million, respectively, and gas net revenues increased $7.4 million.

Electric net revenues in the 1997 period were lower than in the corresponding 1996 period due primarily to weather-related sales decreases, a lower allowed return on common equity and a lower level of incentive opportunities under the 1995 electric rate agreement and the implementation of the Settlement Agreement for financial statement purposes effective April 1, 1997. See "PSC Settlement Agreement," above. Electric net revenues for the first six months of 1997 included $14.0 million under the Modified ERAM compared with $20.3 million for the 1996 period. Electric net revenues for the first six months of 1997 also include $1.0 million compared with $24.9 million for the 1996 period for the net impact of regulatory incentive provisions.

Electric net revenues for the 1997 period included $20.6 million, compared with a reduction in revenues of $6.8 million in the 1996 period, because of the recognition of deferred revenues relating to the Indian Point 2 refueling and maintenance outage. This increase did not affect net income because of PSC Refueling Accounting.

Gas net revenues in the 1997 period reflect increased retention of net revenues from interruptible sales in accordance with the gas rate agreements. Steam net revenues in the 1997 period reflect weather-related sales decreases, offset in part by a rate increase effective October 1996.

Electric sales, excluding off-system sales, in the first six months of 1997 compared with the 1996 period were:

	Millions of Kwhrs			
Description	Six Months Ended June 30, 1997	Six Months Ended June 30, 1996	Variation	Percent Variation
Residential/Religious	4,949	5,088	(139)	(2.7)%
Commercial/Industrial	11,976	12,252	(276)	(2.3)%
Other	288	295	(7)	(2.4)%
Total Con Edison Customers	17,213	17,635	(422)	(2.4)%
NYPA Municipal Agency and Other Sales	4,761	4,677	84	1.8 %
Total Service Area	21,974	22,312	(338)	(1.5)%

For the first six months of 1997 firm gas sales volume decreased 9.5 percent and steam sales volume decreased 13.8 percent from the 1996 period.

The decreases in electric, gas and steam sales volumes for the 1997 period were due primarily to milder than normal 1997 winter weather compared with the colder than normal 1996 winter weather, and to cooler than normal 1997 spring weather. After adjusting for variations, primarily weather and billing days in each period, electric sales volume in the Company's service territory in the first six months of 1997 increased 1.2 percent. Similarly adjusted, firm gas sales volume decreased 0.3 percent and steam sales volume increased 0.1 percent.

Electric fuel costs decreased $8.0 million in the 1997 period due to decreased generation of electricity by the Company partially offset by higher unit cost of fuel. Electric purchased power costs increased $23.9 million over the 1996 period due to a higher volume of purchases. The variations in fuel and purchased power costs also reflect the availability of Indian Point 2, which was out of service for parts of the 1997 period but was operating during most of the 1996 period. Steam fuel costs decreased $22.5 million due to lower sendout. Steam purchased power costs were $17.5 million in the 1997 period; the Company did not purchase steam in the 1996 period. Gas purchased for resale increased $30.7 million reflecting a higher unit cost, partially offset by lower sendout.

Other operations and maintenance expenses increased $8.3 million in the first six months of 1997 compared with the 1996 period due primarily to expenses related to the Indian Point 2 refueling and maintenance outage (a like amount of deferred revenues were recognized under PSC Refueling Accounting), partially offset by lower administrative and general expenses.

Depreciation and amortization decreased $3.9 million in the 1997 period; an additional provision for depreciation expense of $13.9 million was recorded in the 1996 period to offset a gain on refunding of preferred stock.

Taxes, other than federal income tax, decreased $7.7 million in the first six months of 1997 compared with the 1996 period due primarily to decreased revenue taxes.

Federal income tax decreased $27.8 million in the 1997 period compared with the 1996 period, reflecting lower pre-tax income.

Other income less miscellaneous deductions for the 1997 period reflects the start-up and business development expenses of the Subsidiaries.

Twelve Months Ended June 30, 1997
Compared with
Twelve Months Ended June 30, 1996

Net revenues decreased $48.1 million in the 12 months ended June 30, 1997 compared with the 1996 period. Electric and steam net revenues decreased $53.7 million and $19.7 million, respectively. Gas net revenues increased $25.3 million.

Electric net revenues in the 1997 period were lower than in the corresponding 1996 period due primarily to a lower allowed return on common equity under the 1995 electric rate agreement, weather-related sales variations and the implementation of the Settlement Agreement for financial statement purposes effective April 1, l997. See "PSC Settlement Agreement," above. Electric net revenues for the 12 months ended June 30, 1997 included $53.4 million under the Modified ERAM, compared with $33.5 million for the 1996 period. Electric net revenues for the 12 months ended June 30, 1997 include $31.3 million for incentives, compared with $47.7 million for the 1996 period.

Gas net revenues in the 1997 period reflect the retention of net revenues from interruptible sales in accordance with the gas rate agreements. Gas net revenues for the 1997 and 1996 periods include $9.2 million and $2.7 million, respectively, for incentives earned under the 1994 gas rate agreement, related to the achievement of gas system improvement targets and to customer service performance. Steam net revenues in the 1997 period reflect weather-related sales decreases, offset in part by a rate increase in October 1996.

Electric sales, excluding off-system sales, for the 12 months ended June 30, 1997 compared with the 12 months ended June 30, 1996 were:

	Millions of Kwhrs.			
Description	Twelve Months Ended June 30, 1997	Twelve Months Ended June 30, 1996	Variation	Percent Variation
Residential/Religious	10,728	11,108	(380)	(3.4)%
Commercial/Industrial	25,450	25,824	(374)	(1.4)%
Other	604	625	(21)	(3.4)%
Total Con Edison Customers	36,782	37,557	(775)	(2.1)%
NYPA, Municipal Agency and Other Sales	9,518	9,483	35	.4%
Total Service Area	46,300	47,040	(740)	(1.6)%

For the 12 months ended June 30, 1997, firm gas sales volume decreased 6.4 percent and steam sales volume decreased 11.7 percent compared with the 1996 period.

The decreases in electric, gas and steam sales volumes for the 1997 period were due primarily to milder than normal 1997 winter weather compared with colder than normal 1996 winter weather and cooler than normal 1997 spring weather. After adjustment for variations, primarily weather and billing days, in each period, electric sales volume in the Company's service territory in the 12 months ended June 30, 1997 increased 0.8 percent. Similarly adjusted, firm gas sales volume decreased 0.7 percent and steam sales volume decreased 1.1 percent.

Electric fuel costs decreased $22.0 million in the 1997 period due to decreased generation of electricity by the Company partially offset by a higher unit cost of fuel. Electric purchased power costs increased in the 1997 period by $117.5 million over the 1996 period, reflecting increased purchased volumes and unit costs. During the 1997 period, the Company purchased 62 percent of its electric energy requirements compared with 56 percent for the 1996 period. The variations in electric fuel and purchased power costs also reflect the higher availability of Indian Point 2 in the 1996 period than in the 1997 period. Steam fuel costs decreased $16.6 million due to decreased generation of steam by the Company partially offset by a higher unit cost of fuel. Steam purchased power costs were $21.3 million in the 1997 period; the Company did not purchase steam in the 1996 period. Gas purchased for resale increased $75.3 million, reflecting a higher unit cost of fuel partially offset by lower sendout.

Depreciation and amortization increased $7.4 million in the 1997 period due principally to higher plant balances. The 1996 period included an additional provision for depreciation expense of $13.9 million to offset a gain on refunding of preferred stock.

Taxes, other than federal income tax, decreased $17.2 million in the 12 months ended June 30, 1997 compared with the 1996 period, reflecting primarily decreased revenue taxes.

Federal income tax decreased $18.1 million in the 1997 period compared with the 1996 period, reflecting lower pre-tax income.

Investment income decreased $8.1 million in the 1997 period due primarily to lower investment balances.

Other income less miscellaneous deductions for the 1997 period reflects the start-up and business development expenses of the Subsidiaries.

Interest on long-term debt for the 12-month period ended June 30, 1997 increased $7.9 million principally as a result of new debt issues, including the issuance of subordinated debentures to refund preferred stock. Other interest decreased $6.5 million, principally as a result of lower interest associated with certain tax settlements.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

TOXIC SUBSTANCES CONTROL ACT

Reference is made to the information under the caption "TOXIC SUBSTANCES CONTROL ACT" in Part I, Item 3, Legal Proceedings in the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

In May 1997, the court denied the Company's motion to dismiss the remaining claim in the suit entitled BCF Oil Refining, Inc. v. Consolidated Edison Company of New York, Inc., et. al.

RATE PROCEEDINGS

Reference is made to (i) the information under the captions "REGULATION AND RATES" in Part I, Item 1, Business, "RATE PROCEEDINGS" in Part I, Item 3, Legal Proceedings and "LIQUIDITY AND CAPITAL RESOURCES - Competition and Industry Restructuring, 1992 Electric Rate Agreement, 1995 Electric Rate Agreement, PSC Settlement Agreement, and Gas and Steam Rate Agreements" in Part I, Item 7, Management's Discussion and Analysis in the Company's Annual Report on Form 10-K for the year ended December 31, 1996; and (ii) the information under the captions "LIQUIDITY AND CAPITAL RESOURCES - 1995 Electric Rate Agreement, PSC Settlement Agreement, and Gas and Steam Rate Agreements" in Part I, Item 2, Management's Discussion and Analysis in this Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1997.

In August 1997, the United States District Court for the Southern District of New York dismissed the suit against the Company entitled Brownsville Baptist Church, et. al. v. Consolidated Edison Company of New York, Inc.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) At the Annual Meeting of Stockholders of the Company held on May 19, 1997, the stockholders of the Company voted to elect management's nominees for the Board of Trustees, to ratify and approve the appointment of the Company's independent accountants, and not to adopt two stockholder proposals.

(b) The name of each nominee for election and the number of shares voted for or with respect to which authority to vote for was withheld are as follows:

	For	Withheld
E. Virgil Conway	179,050,318	3,220,764
Gordon J. Davis	179,108,047	3,163,035
Ruth M. Davis	177,602.087	4,668,995
Joan S. Freilich	179,189,657	3,081,425
Ellen V. Futter	179,112,509	3,158,573
Arthur Hauspurg	177,572,372	4,698,710
Sally Hernandez-Pinero	179,120,737	3,150,345
Peter W. Likins	179,207,379	3,063,703
Eugene R. McGrath	179,163,242	3,107,840
Donald K. Ross	178,785,176	3,485,906
Robert G. Schwartz	179,026,093	3,244,989
Richard A. Voell	179,248,546	3,022,536
Stephen R. Volk	179,177,580	3,093,502

(c) The results of the vote on the appointment of Price Waterhouse as independent accountants for the Company for 1997 were as follows: 179,591,532 shares were voted for this proposal; 1,128,721 shares were voted against the proposal; and 1,550,829 shares were abstentions.

(d) The following stockholder-proposed resolution was voted upon at the Annual Meeting:

> "RESOLVED: That the stockholders of Consolidated Edison Company of New York, Inc., assembled in annual meeting in person and by proxy, hereby request the Board of Directors to take the steps necessary to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit."

The results of the vote on this proposal were as follows: 47,363,551 shares were voted for this proposal; 95,886,584 shares were voted against the proposal; 6,058,700 shares were abstentions; and 32,962,247 shares were broker nonvotes.

(e) The following stockholder-proposed resolution was voted upon at the Annual Meeting:

> "RESOLVED: That the shareholders recommend that the Board take the necessary step that Con Edison specifically identify by name and corporate title in all future proxy statements those executive officers, not otherwise so identified, who are contractually entitled to receive in excess of $100,000 annually as base salary, together with whatever other additional compensation bonuses and other cash payments were due them."

The results of the vote on this proposal were as follows: 17,330,744 shares were voted for this proposal; 126,326,374 shares were voted against the proposal; 5,651,718 shares were abstentions; and 32,962,246 shares were broker nonvotes.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

Exhibit 4 Form of the Company's Floating Rate Debentures, Series 1997 A. (Incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K, dated June 17, 1997, in Commission File No. 1-1217.)

Exhibit 10 Amendment, dated July 22, 1997, to Employment Contract, dated May 22, 1990, between the Company and Eugene R. McGrath.

Exhibit 12 Statement of computation of ratio of earnings to fixed charges for the twelve-month periods ended June 30, 1997 and 1996.

Exhibit 27 Financial Data Schedule. (To the extent provided in Rule 402 of Regulation S-T, this exhibit shall not be deemed "filed", or otherwise subject to liabilities, or be deemed part of a registration statement.)

(b) REPORTS ON FORM 8-K

The Company filed a Current Report on Form 8-K, dated June 17, 1997, reporting (under Item 5) certain information about the PSC Settlement Agreement (discussed in Part I, Item 2 of this report) and the sale of $150 million aggregate principal amount of its Floating Rate Debentures, Series 1997 A. The Company filed no other Current Reports on Form 8-K during the quarter ended June 30, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CONSOLIDATED EDISON COMPANY
OF NEW YORK, INC.

DATE:	August 13, 1997	By:	Joan S. Freilich Joan S. Freilich Senior Vice President, Chief Financial Officer and Duly Authorized Officer
DATE:	August 13, 1997	By:	John F. Cioffi John F. Cioffi Vice President, Controller and Chief Accounting Officer

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION	SEQUENTIAL PAGE NUMBER AT WHICH EXHIBIT BEGINS
4.	Form of the Company's Floating Rate Debentures, Series 1997 A. (Incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K, dated June 17, 1997, in Commission File No. 1-1217.)	
10.	Amendment, dated July 22, 1997, to Employment Contract, dated May 22, 1990, between the Company and Eugene R. McGrath.	
12.	Statement of computation of ratio of earnings to fixed charges for the twelve-month periods ended June 30, 1997 and 1996.	
27.	Financial Data Schedule. (To the extent provided in Rule 402 of Regulation S-T, this exhibit shall not be deemed "filed", or otherwise subject to liabilities, or be deemed part of a registration statement.)	

Amendment No. 8 to
Eugene R. McGrath Employment Agreement

WHEREAS, Eugene R. McGrath (the "Employee") and Consolidated Edison Company of New York, Inc. (the "Company") entered into an Employment Agreement effective September 1, 1990 (the "Agreement");

WHEREAS, the parties to the Agreement desire to amend the Agreement to increase the basic salary payable to the Employee; and

WHEREAS, paragraph 12 of the Agreement provides that the Agreement may be amended from time to time by a written instrument executed by the Company and the Employee;

NOW, THEREFORE, in consideration of the foregoing the parties hereto agree as follows:

1. The Agreement is amended, effective September 1, 1997, to increase the Employee's basic salary set forth in clause (i) of paragraph 3(a) of the Agreement from $740,000 per annum to $815,000 per annum, subject to all the terms and conditions set forth in the Agreement relating to the basic salary.

2. In all other respects, the Agreement remains in full force and effect as amended hereby.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized officer and its Corporate seal to be affixed hereto, and the Employee has hereto set his hand the day and year set forth below.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By: CHARLES F. SOUTAR
Executive Vice President

EUGENE R. MCGRATH

Dated: July 22, 1997

Attest:
Approved by the Board of Trustees the 22nd day of July 1997.

ARCHIE M. BANKSTON
Secretary

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
RATIO OF EARNINGS TO FIXED CHARGES
TWELVE MONTHS ENDED

(Thousands of Dollars)

	JUNE 1997	JUNE 1996
Earnings		
Net Income	$ 662,302	$ 692,370
Federal Income Tax	246,070	385,750
Federal Income Tax Deferred	129,590	12,610
Investment Tax Credits Deferred	(8,790)	(9,210)
Total Earnings Before Federal Income Tax	1,029,172	1,081,520
Fixed Charges*	348,015	348,096
Total Earnings Before Federal Income Tax and Fixed Charges	$1,377,187	$1,429,616

*Fixed Charges

Interest on Long-Term Debt	$ 301,853	$ 291,069
Amortization of Debt Discount, Premium and Expenses	11,436	14,282
Interest Component of Rentals	18,175	19,706
Other Interest	16,551	23,039
Total Fixed Charges	$ 348,015	$ 348,096
Ratio of Earnings to Fixed Charges	3.96	4.11

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THE SCHEDULE CONTAINS
SUMMARY FINANCIAL INFORMATION
EXTRACTED FROM CONSOLIDATED
BALANCE SHEET, INCOME
STATEMENTS AND STATEMENTS OF
CASH FLOWS AND IS QUALIFIED IN
ITS ENTIRETY BY REFERENCE TO
SUCH FINANCIAL STATEMENTS AND
THE NOTES THERETO

1,000

DEC-31-1997

JUN-30-1997

6-MOS

PER-BOOK

11,126,081

217,745

1,117,706

605,515

948,410

14,015,457

587,559

856,455

4,242,133

5,686,147

84,550

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15,000

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0.87