

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4/A
ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(E)(1) OF THE SECURITIES
EXCHANGE ACT OF 1934)
(AMENDMENT NO. 1)

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
(NAME OF ISSUER AND PERSON FILING STATEMENT)

TITLE CUSIP
\$5 Cumulative Preferred Stock (no par value) 209111 70 7
Cumulative Preferred Stock (\$100 par value)
- 5 3/4% Series A 209111 2* 3
- 5 1/4% Series B 209111 88 9
- 4.65 % Series C 209111 30 1
- 4.65 % Series D 209111 40 0
- 7.20 % Series I 209111 87 1
- 6 1/8% Series J 209111 86 3

(TITLE OF EACH CLASS OF SECURITIES)
(CUSIP NUMBER OF EACH CLASS OF SECURITIES)

RAYMOND J. MCCANN
EXECUTIVE VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER
CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
4 IRVING PLACE
NEW YORK, NEW YORK 10003
(212) 460-4407

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF THE PERSON FILING
STATEMENT)

JANUARY 29, 1996
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY
HOLDERS)

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
\$478,285,488	\$95,657.10

* Solely for purposes of calculating the filing fee and computed pursuant to Section 13(e)(3) of the Securities Exchange Act of 1934, as amended, and Rule 0-11(b)(1) thereunder, the transaction value equals the total amount of funds, excluding fees and other expenses, required to purchase all outstanding shares of each class of securities listed above pursuant to the Offer described in the Offer to Purchase filed as an Exhibit hereto.

CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(a)(2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount Previously Paid: \$95,657.10
Form or Registration No.: Schedule 13E-4
Filing Party: Consolidated Edison Company of New York, Inc.
Date Filed: January 29, 1996

ITEM 1. SECURITY AND ISSUER.

Item 1 is hereby amended and supplemented by adding thereto the following:

The Offer (as defined in the Offer to Purchase) expired at 5:00 p.m., New York City time, on February 27, 1996 in accordance with its terms. Prior thereto, at 3:00 p.m., New York City time, on February 27, 1996, Consolidated Edison Company of New York, Inc. ("Con Edison") terminated the Offer with respect to Con Edison's \$5 Cumulative Preferred Stock (no par value). On March 6, 1996, Con Edison purchased the shares of Con Edison's Cumulative Preferred Stock (\$100 par value) validly tendered pursuant to the Offer by depositing the aggregate purchase price therefor with the Depository. The shares so purchased, and purchase price therefor, for each series of preferred are as follows:

Series of Preferred	Shares	Purchase Price
5 3/4% Series A	529,388	\$ 48,333,124.40
5 1/4% Series B	611,562	51,126,583.20
4.65 % Series C	446,704	36,026,677.60
4.65 % Series D	527,670	42,556,585.50
7.20 % Series I	25,000	2,626,000.00
6 1/8% Series J	129,500	13,176,625.00
Total	2,269,824	\$193,845,595.70

ITEM 2. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 2 is hereby amended and supplemented by adding thereto the following:

The total funds required by Con Edison to purchase shares pursuant to the Offer was \$193,845,595.70, excluding fees and other expenses. On March 6, 1996, Con Edison applied \$193,845,595.70 of the net proceeds from the sale of its \$275 million aggregate principal amount of its 7 3/4% Quarterly Income Capital Securities (Series A Subordinated Deferrable Interest Debentures) to pay for the purchase of shares pursuant to the Offer.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 is hereby amended and supplemented by adding the following

EXHIBIT NO.	DESCRIPTION
99.(a)(9)(i)	Press Release, dated February 27, 1996.
99.(a)(9)(ii)	Press Release, dated February 29, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 7, 1996

Consolidated Edison Company of
New York, Inc.

By: RAYMOND J. MCCANN
Raymond J. McCann
Executive Vice President and
Chief Financial Officer

FOR IMMEDIATE RELEASE
AT 3:00 PM, E.S.T.
FEBRUARY 27, 1996

CON EDISON TERMINATES TENDER OFFER FOR
\$5 CUMULATIVE PREFERRED STOCK; OFFER FOR
OTHER SERIES TO EXPIRE AT 5 PM TODAY

Consolidated Edison Company of New York, Inc. (NYSE: ED) announced at 3:00 PM, New York City Time, today that it had terminated, in accordance with its terms, the tender offer commenced by Con Edison on January 29, 1996, with respect to Con Edison's \$5 Cumulative Preferred Stock (no par value).

The January 29, 1996 tender offer also includes six other series of Con Edison preferred stock. The termination with respect to the \$5 Cumulative Preferred Stock does not affect the offer for the other series, which remains in effect and will expire by its terms at 5:00 PM, New York City Time, today.

CON EDISON TO REFUND \$317 MILLION OF ITS PREFERRED STOCK

Consolidated Edison Company of New York, Inc. (NYSE: ED) announced that it is making a public offering today of \$275 million of its 7 3/4% Quarterly Income Capital Securities (Series A Subordinated Deferrable Interest Debentures). The proceeds of the offering will be applied, along with other funds of the Company, to refund approximately \$317 million of the Company's outstanding preferred stock. The Capital Securities are being offered through underwriters pursuant to a registration statement that has been filed with the Securities and Exchange Commission and declared effective. The managing underwriters for the offering are Lehman Brothers, Dean Witter Reynolds Inc., A. G. Edwards & Sons, Inc., Merrill Lynch, PaineWebber Incorporated, Prudential Securities Incorporated and Smith Barney. Copies of the prospectus for the offering may be obtained from Lehman Brothers, 3 World Financial Center, New York, New York 10285.

The preferred stock to be refunded includes an estimated \$227 million aggregate par value of the series of the Company's Cumulative Preferred Stock (\$100 par value) listed below which was tendered by shareholders pursuant to the Company's Offer to Purchase, dated January 29, 1996, and subject to the terms and conditions of the Offer is to be purchased by the Company. The period for tendering such preferred stock pursuant to the Offer expired at 5:00 p.m., New York City time, on February 27, 1996. Stock tendered pursuant to the Offer's guaranteed delivery procedure ("Protects") must be received by the Depositary no later than 5:00 p.m., New York City time, on March 1, 1996.

SERIES OF PREFERRED	OUTSTANDING SHARES	SHARES TENDERED		TOTAL
		GOOD ORDER	PROTECTS	
5 3/4% Series A	600,000	519,796	10,100	529,896
5 1/4% Series B	750,000	609,415	2,150	611,565
4.65 % Series C	600,000	304,849	141,630	446,479
4.65 % Series D	750,000	526,862	550	527,412
7.20 % Series I	500,000	25,000	--	25,000
6 1/8% Series J	500,000	129,500	--	129,500

more

The balance of the preferred stock to be refunded is \$90 million of preferred stock which the Company today called for redemption on March 30, 1996. The series of the Company's preferred stock to be redeemed are:

- 500,000 shares of Cumulative Preferred Stock, 5 3/4% Series E (\$100 par value) at a redemption price of \$101.00 per share plus an amount equal to dividends accrued from February 1, 1996 to, but not including, March 30, 1996, for a total of \$101.93 per share.
- 400,000 shares of Cumulative Preferred Stock, 6.20% Series F (\$100 par value) at a redemption price of \$102.50 per share plus an amount equal to dividends accrued from February 1, 1996 to, but not including, March 30, 1996, for a total of \$103.50 per share.

Shares of the Series E and Series F stock should be surrendered for redemption by mail to Con Edison, P.O. Box 149, Cooper Station, New York, NY 10003, or by hand delivery to Con Edison Disbursement Services, Four Irving Place, Room 249-S, New York, NY 10003.