SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* 2. Date of Event Requiring Statement (Mont/Day/Year) 09/01/2005		ement	3. Issuer Name and Ticker or Trading Symbol <u>CONSOLIDATED EDISON INC</u> [ED]					
(Last) (First) (Middle) 4 IRVING PLACE	09/01/2003		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) President (CECONY)			5. If Amendment, Date of Original Filed (Month/Day/Year)6. Individual or Joint/Group Filing (Check		
(Street) NEW YORK NY 10003						Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			577.22	D				
Common Stock			1,016	I	TRASOP			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
EIP Stock	01/18/2006	01/19/2006	Common Stock	832.24	(1)	D		
EIP Stock	01/01/2007	01/02/2007	Common Stock	848.354	(1)	D		
EIP Stock	01/01/2008	01/02/2008	Common Stock	752.149	(1)	D		
EIP Stock	01/01/2009	01/02/2009	Common Stock	1,047.978	(1)	D		
EIP Stock	01/01/2010	01/02/2010	Common Stock	904.266	(1)	D		
Employee Stock Option (Right to Buy)	02/23/2002	02/23/2009	Common Stock	8,000	47.9375	D		
Employee Stock Option (Right to Buy)	04/18/2005	04/18/2012	Common Stock	8,000	42.51	D		
Employee Stock Option (Right to Buy)	01/23/2006	01/23/2013	Common Stock	10,000	40.81	D		
Employee Stock Option (Right to Buy)	01/15/2007	01/15/2014	Common Stock	12,000	43.06	D		
Employee Stock Option (Right to Buy)	01/20/2008	01/20/2015	Common Stock	16,000	43.72	D		
Performance Based Restricted Stock Units ⁽⁴⁾	01/01/2006	01/02/2006	Common Stock	1,500 ⁽³⁾	(2)	D		
Performance Based Restricted Stock Units ⁽⁵⁾	01/01/2007	01/02/2007	Common Stock	1,500 ⁽³⁾	(2)	D		
Performance Based Restricted Stock Units ⁽⁶⁾	01/01/2008	01/02/2008	Common Stock	2,000 ⁽³⁾	(2)	D		

Explanation of Responses:

1. Equivalent Stock units (phantom stock) are converted into common stock on a 1-for-1 basis.

2. Performance Based Restricted Stock Units ("PBRS") are converted into common stock on a 1-for-1 basis.

3. The number of shares (or cash equivalents) is subject to change based on the achievement of certain peformance criteria specified under the Consolidated Edison, Inc. Long Term Incentive Plan.

4. PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2006.

5. PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2007.

6. PBRS granted under the Consolidated Edison, Inc. Long Term Incentive Plan -- the restricted stock units will vest in 2008.

Remarks:

Peter J. Barrett; Attorney-in-

<u>Fact</u>

09/12/2005

** 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 5 (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.