#### CONSOLIDATED EDISON INC

Form 4 July 17, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DEL GIUDICE MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CONSOLIDATED EDISON INC

07/16/2008

(Check all applicable)

[ED]

(Middle)

(Last)

3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title below)

10% Owner Other (specify

MILLENNIUM CREDIT MARKETS, LLC, 15 WEST 48TH

(Street)

(First)

STREET

Security

(Instr. 3)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10020

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Execution Date, if Code (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(Instr. 4)

**SEC 1474** 

(9-02)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) 18.36 Α (1)

Price \$ 21,141.11 38.13

D

Common Stock

Stock

Common

07/17/2008

07/16/2008

15.92 A (1)

21.517.03

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ e	(Month/Day/Year)		ring es and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEL GIUDICE MICHAEL J MILLENNIUM CREDIT MARKETS, LLC 15 WEST 48TH STREET NEW YORK, NY 10020

X

### **Signatures**

Peter J. Barrett; Attorney-in-Fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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