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Nadkarni Gurudatta D Form 4	1							
February 02, 2009								
FORM 4 UN	NITED STATES		ES AND EX ton, D.C. 20		COMMISSION		PPROVAL 3235-0287	
Subject to Section 16. Form 4 or Form 5 F	his box nger to 16. or 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 20(b) of the Investment Company Act of 1940					urs per		
(Print or Type Responses)								
1. Name and Address of R Nadkarni Gurudatta I		2. Issuer Name Symbol CONSOLIDA [ED]		-	5. Relationship o Issuer (Che	of Reporting Per eck all applicabl		
(Last) (First) CONSOLIDATED E INC., 4 IRVING PLA 1618-S		3. Date of Earlie (Month/Day/Ye 01/29/2009			Director X Officer (giv below) VP, S		% Owner her (specify ng	
Filed(Mo			If Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEW YORK, NY 10	003				Person	More than One K	eporting	
(City) (State)	(Zip)	Table I - N	on-Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ion Date 2A. Deem y/Year) Execution any (Month/D	Date, if Transa Code ay/Year) (Instr.	Disposed	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Reminder: Report on a sep	arate line for each c				or indirectly.			

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Restricted Stock Units (Phantom Stock)	<u>(1)</u>	01/29/2009		A	4,800	<u>(2)</u>	(2)	Common Stock	4,800 (<u>3</u>)	

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Nadkarni Gurudatta D CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003			VP, Strategic Planning			
Signatures						

Peter J. Barrett;	02/02/2009
Attorney-in-Fact	02/02/2009

<u>**</u>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) Each Performance Restricted Stock Unit ("PRSU") is the economic equivalent of one share of Company common stock.
- (2) PRSU's, granted under the Consolidated Edison, Inc. ("Company") Long Term Incentive Plan (the "LTIP"), will vest in 2012 when they are determined and awarded by the Management Development and Compensation Committee of the Company's Board of Directors.
- (3) The number of shares (or cash equivalents) will be adjusted based on certain performance criteria, including criteria other than the market price, as specified under the LTIP.
- (4) Not Applicable.

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.