O'Brien James P Form 4 April 06, 2009

# FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A	Address of Reporting mes P	Symbo	ISOLIDATED EDISON INC	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(First) (I DATED EDISON VING PLACE, RO	(Mont 03/3	te of Earliest Transaction th/Day/Year) 1/2009	Director 10% Owner X Officer (give title Other (specify below) VP & Treasurer			
NEW YOR	(Street)		Amendment, Date Original 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 Person			
(City)	(State)	(Zip) T	Sable I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock	03/31/2009	04/03/2009	P 44.46 A \$ 35.26	1,371.22 D			
Common Stock				Tax Reduction Act Stock Ownership			

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

Plan (TRASOP)

**OMB APPROVAL** 

Estimated average

burden hours per

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January 31,

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SEC 1474 (9-02)

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

1. Title o Derivativ		3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title an Amount o		
Security (Instr. 3)	or Exercise		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 au	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Numof	mount mber ares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'Brien James P

CONSOLIDATED EDISON, INC. 4 IRVING PLACE, ROOM 1618-S NEW YORK, NY 10003

**VP & Treasurer** 

### **Signatures**

Peter J. Barrett; Attorney-in-Fact

04/06/2009

\*\*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) Purchase of shares of common stock of Consolidated Edison, Inc. (the "Company") under the Company's Stock Purchase Plan.

  Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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